

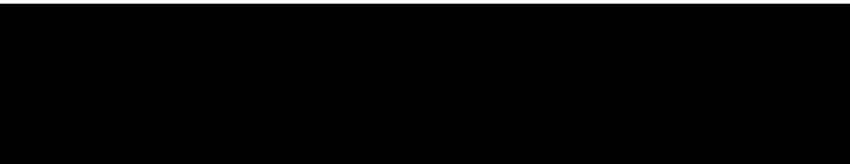
Leroy Beavers

From: Rich [REDACTED]
Sent: Friday, July 06, 2018 3:24 PM
To: Benjamin Thompson
Cc: Cory Palka; Jonathan Pinto; Michael Ling; Kerry [REDACTED]
Subject: RE: Next steps

Thank you so much for this information, Officer! Looking very forward to getting this started! Have a great weekend!
Rich

RICH [REDACTED]
Director, Operations

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE



From: Benjamin Thompson [mailto:39467@lapd.online]
Sent: Friday, July 6, 2018 2:32 PM
To: Kerry [REDACTED]
Cc: Cory Palka <25060@lapd.online>; Jonathan Pinto <32592@lapd.online>; Rich [REDACTED]; Michael Ling <30180@lapd.online>
Subject: Re: Next steps

To address the questions, you posed earlier in the week and to provide you with complete Hollywood Division "Wish Lists," please consider the following responses:

CAMERA "Wish List" (From highest priority to lowest)

1. Hollywood and Orange
2. Hollywood and Sycamore
3. Hollywood and La Brea
4. Hollywood and Bronson
5. Sunset and Bronson
6. Sunset and Vine
7. Sunset and Gower
8. Sunset and Cherokee
9. Santa Monica and Vine
10. Santa Monica and La Brea

ALTERNATIVE TECHNOLOGY

License Plate Reading Devices:

- LPR Systems were suggested by the majority of Detectives and Officers assigned to Hollywood Division

☐ Recommended Installations would be at Entertainment District access points such as:

1. Santa Monica and Western Avenue
2. Santa Monica and Vine
3. Santa Monica and La Brea
4. Franklin and Cahuenga
5. Odin and Highland
6. Yucca and Vine
7. Gower and Sunset
8. Sunset and Vine
9. Hollywood and Vine
10. Hollywood and Highland

The other alternative technology that I believe would be beneficial to the Entertainment District would be the type of software, which is currently utilized effectively by the Paramount Security Team, which detects changes in monitored environments.

Captain Palka and Captian Pinto are committed to the incorporation of technology in our crime fighting strategies and in our efforts to improve safety and welfare in the Entertainment District. Captain Palka has several different concepts related to the incorporation, installation and daily use of new technology. We can currently commit to have the Hollywood Entertainment District cameras monitored if those camera monitors and corresponding controls are installed in the Watch Commander Office. The Captains are additionally interested in exploring the possibility of designating Officers assigned to the Crime Analysis Detail to monitor the surveillance cameras you acquire and install. Our Department currently being led toward the incorporation and utilization of technology in the pursuit of suppressing crime and public disorder. Our current Command Staff leaders have expressed a desire to have more resources committed toward the acquisition and continued utilization of technology at the divisional level. Your focus is in complete alignment with the current perspectives of the LAPD Commanding Officers.

Before you meet with our new Chief, I believe that it would be beneficial for you to meet with Captain Palka and Captain Pinto to discuss our commitment to utilize and monitor the technology you acquire and give us access to.

I still need to provide you with the LAPD resource numbers that are currently allocated to the HED Area. I will try to get that to you before the weekend is over. Sorry for the delay on that. I hope my responses are beneficial and I hope to organize a meeting with you soon where we can discuss the methods in which the Police Department can ensure that the technology you acquire is regularly and effectively utilized. Please let me know when you are available to meet and please let me know if you have any questions about any of the material that I have included or failed to include in this email.

Thanks Again,

Officer Thompson
Serial No. 39467
Hollywood Entertainment Detail
Mobile Phone No. 805-624-2015

From: Kerry [REDACTED]

Date: Monday, July 2, 2018 at 5:24 PM

To: Benjamin Thompson <39467@lapd.online>

Cc: Cory Palka <25060@lapd.online>, Jonathan Pinto <32592@lapd.online>, Rich [REDACTED]

Michael Ling <30180@lapd.online>

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KERRY [REDACTED]
Executive Director

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE

[REDACTED]

Leroy Beavers

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Cc: Cory Palka; Jonathan Pinto; Rich [REDACTED]; Michael Ling
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KERRY [REDACTED]
Executive Director

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE

[REDACTED]

Leroy Beavers

From: Kerry [REDACTED]
Sent: Tuesday, July 03, 2018 12:53 PM
To: Michael Ling
Subject: draft language for RFP

Mike, looking for some help to update how we describe basic level of services provided by LAPD at present. This is old – from 2012.

Currently the Los Angeles Police Department generally provides the following level of service to the area:

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KERRY [REDACTED]
Executive Director

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE

[REDACTED]

Leroy Beavers

From: Benjamin Thompson
Sent: Monday, July 02, 2018 6:07 PM
To: Kerry [REDACTED]
Cc: Cory Palka; Jonathan Pinto; [REDACTED]; Michael Ling
Subject: Re: Next steps

Hi Miss Morrison,

Thank you so much for providing me with this itinerary. I will get together with Lieutenant Ling on Wednesday and provide you with our wish lists regarding camera placement, recording retention, and camera numbers. I will additionally meet with the Captains to discuss development of a commitment that could be retained/upheld regardless of the present Hollywood Division Command Staff. In the draft of the commitment, I plan to include details related to the personnel the Division is prepared to commit to routinely monitor and utilize the surveillance and other technological equipment that your organization purchases and installs in the Entertainment District.

My goal is to get you the specific information needed for your meeting with Chief Moore by the end of this week. I will additionally provide you with the numbers that the Entertainment Detail currently operates with so that we can base or technology requests on accurate numbers/resources.

Thank You,

Officer Thompson
Serial No. 39467
Hollywood Vice
Mobile Phone No. 805-624-2015

From: Kerry [REDACTED]
Sent: Monday, July 2, 2018 5:24 PM
To: Benjamin Thompson
Cc: Cory Palka; Jonathan Pinto; Rich [REDACTED]; Michael Ling
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KERRY [REDACTED]
Executive Director

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE

[REDACTED]

[illegible]

From: Cory Palka
Sent: Monday, July 02, 2018 6:07 PM
To: Kerry [REDACTED]
Cc: Benjamin Thompson; Jonathan Pinto; Rich [REDACTED]; Michael Ling; Jonathan Larsen
Subject: Re: Next steps

Thank You Kerry
Cory

Cory Palka Commanding Officer Los Angeles Police
Department Hollywood Division Follow on Twitter: @LAPD2014

On Jul 2, 2018, at 5:24 PM, Kerry [REDACTED] wrote:

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Executive Director

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Leroy Beavers

From: Kerry [REDACTED]
Sent: Monday, July 02, 2018 5:25 PM
To: Benjamin Thompson
Cc: Cory Palka; Jonathan Pinto; Rich [REDACTED] Michael Ling
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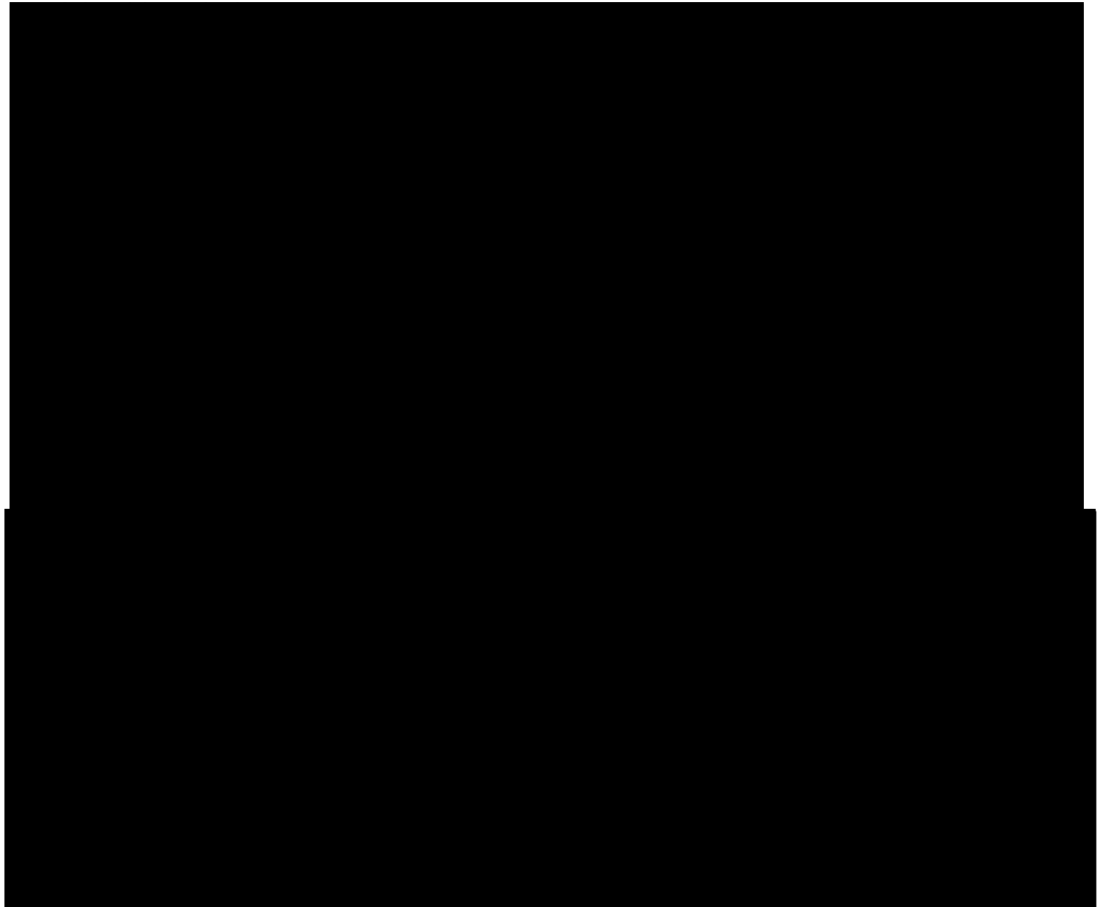
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Executive Director

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[REDACTED]

Leroy Beavers

From: Chona [REDACTED]
Sent: Friday, June 29, 2018 5:11 PM
To:
Cc:



Subject: Re: Updated invitation: Monthly - Hollywood Street/Sidewalk Closure Committee Mee...
@ Thu Jul 12, 2018 11am - 12pm (CDT) (Chona Galvez)

Thanks and see ya all!

On Thu, Jun 28, 2018 at 4:23 PM, Daniel.Halden@lacity.org <daniel.halden@lacity.org> wrote:

This event has been changed.

[more details »](#)

Monthly - Hollywood Street/Sidewalk Closure Committee Meeting

Please join us for our monthly meeting, held the first Thursday of every month at 9:00 AM.

PLEASE NOTE THE LOCATION CHANGE FOR 2018!!!!!! The meetings will now be held at the Hollywood & Highland Center, 6801 Hollywood Blvd, Suite 170 (the executive offices).

Directions to the management office:

- Enter the self parking from Highland Avenue or Orange Street; pull a ticket & we will validate it for you
- From parking, come up to the Central Courtyard, Level 2

- Cross the Central Courtyard to the left and head towards Shoe Palace
- To the left of the Shoe Palace storefront access the elevator down to Level 1
- The elevator opens directly into the Management Office
- Management Office: (323) 817-0200

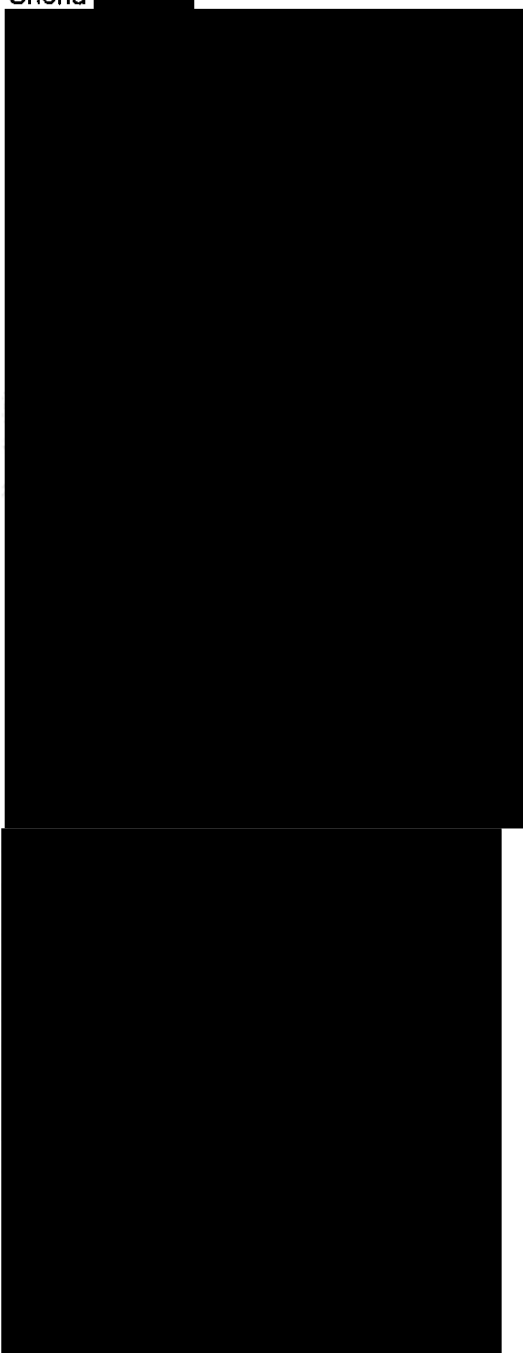
Contact: Dan Halden (213) 254-7214 cell

When **Changed:** Thu Jul 12, 2018 11am – 12pm **Central Time**

Where Hollywood & Highland 6801 Hollywood Blvd., STE 170, Los Angeles 90028 ([map](#))

Calendar Chona

Who



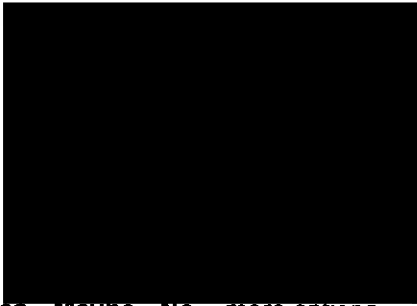
[REDACTED]

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Going? **Yes - Maybe - No** [more options »](#)

Invitation from [Google Calendar](#)

You are receiving this email at the account [\[redacted\]](#) because you are subscribed for updated invitations on calendar Chona Galvez.

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Leroy Beavers

From: Rudy [REDACTED]
Sent: Monday, June 25, 2018 10:32 AM
To: Kerry [REDACTED]
Cc: [REDACTED]
Subject: Thank you re: street vending meeting

Hi Kerry!

Thanks again for hosting us this past Friday. We appreciated you open the space for a thoughtful conversation. I hope it's just the beginning of more talks.

As promised, here, below are notes from our conversation. Let me know if there is something I missed or mistyped.

Thanks again!

AGENDA:

1. Enforcement - A brainstorm on various enforcement practice
2. Special vending districts - A discussion on how we can work together to create a strong special vending district

Our shared values

- Respect
- Order/Predictability
- Fairness
- Inclusion
- Decriminalization (i.e. vendors shouldn't be deported for vending)

Agenda Item #1 - Enforcement

- Current situation
 - No confiscation
 - LAPD finds it difficult to manage order
 - ACE tickets don't seem to be working
 - There is a "binary" at play: most vendors want to pay but are having a hard time navigating the system, while some don't intend to pay ever.
- Ideas
 - Empower vendor leaders to organize other vendors on Hollywood Blvd. in coordination with the Hollywood Property Owners Association (HPOA)
 - Establish an office for people to pay for ACE tickets
 - Can we confiscate without criminalizing vendors?
 - Help to coordinate responses from LAPD, City Attorney, Bureau of Street Services, and vendors to improve the ACE program.

Agenda Item #2 - Special Vending Districts

- HPOA would like to exempt Hollywood Walk of Fame from vendors. Other parts of Hollywood would be open to vending under the new policy.
- A new "tourist zone" is being established between Orange & McFadden
 - HPOA is advocating for no vending in this zone.
 - "Free speech" activities may also be limited in this zone.
- Discussion:
 - There may be an opportunity to allow vending on other parts of the Walk of Fame, but not in the new "tourist zone" between Orange & McFadden. Kerry would need to organize support from other businesses in her association.
 - As this zone is being created, there *may* be an opportunity to include some vendors. This process is very nascent, however, so a lot can change.
- We all agreed that we would need to discuss these ideas with our constituents and circle back before moving forward on exploration.

Rudy [REDACTED]
Executive Director, [REDACTED]

[REDACTED]

Leroy Beavers

From: Kerry [REDACTED]
Sent: Thursday, June 21, 2018 3:16 PM
To: Rudy [REDACTED]
Cc: [REDACTED]
Subject: Re: Tomorrow at 11am

Rudy, yes. We will see you tomorrow at 11 AM. If you park in the lot behind say you're there for the BID and it will be six dollars. Otherwise there are meters on the street.

KERRY

Sent from my iPhone

On Jun 21, 2018, at 1:15 PM, Rudy @ LURN <rudyl@lurnetwork.org> wrote:

Hi Kerry!

Just confirming our meeting tomorrow at 11am at your office.

We'll be there along with three vendor leaders.

- Rudy

Sent from my iPhone. Please excuse typos.

On Jun 6, 2018, at 6:24 PM, Kerry Morrison <Kerry@hollywoodbid.org> wrote:

2 hour parking meters are available on the street.

<mime-attachment.ics>

Leroy Beavers

From: Rudy [REDACTED]
Sent: Thursday, June 21, 2018 1:15 PM
To: Kerry [REDACTED]
Cc: [REDACTED]
Subject: [REDACTED]

Hi Kerry!

Just confirming our meeting tomorrow at 11am at your office.

We'll be there along with three vendor leaders.

- Rudy

Sent from my iPhone. Please excuse typos.

On Jun 6, 2018, at 6:24 PM, Kerry Morrison <Kerry@hollywoodbid.org> wrote:

2 hour parking meters are available on the street.

<mime-attachment.ics>

Leroy Beavers

From: Kerry [REDACTED]
Sent: Wednesday, June 20, 2018 3:38 PM
To: Michael Ling; Cory Palka; Jonathan Pinto
Cc: [REDACTED]
Subject: 10 minutes

Friends,

We have started the process of organizing apartment managers here in the BID – both to connect with their residents and let them know what is going on in the neighborhood, but also to be a resource to them.

Today is that first meeting – from 4 – 5 p.m. at LACE here on Hollywood Blvd. (6522). There will be approx. 10 buildings represented. Devin on my team had asked Sgt Geaney if she could come – and she's been waylaid by another meeting this afternoon. I wanted to see if any of you were out and about and could pop in and say hi – and give them the LAPD public safety pitch – that would be great. If it doesn't work this time, there will be another opportunity. Just thought I'd check.

Kerry

KERRY [REDACTED]
Executive Director

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE

Leroy Beavers

From: Kerry [REDACTED]
Sent: Wednesday, June 20, 2018 11:26 AM
To: [REDACTED]
Cc:
Subject: Bylaws draft was omitted
Attachments: Briggs June 19 2018 markup of CLEAN May 30 BYLAWS Draft for Merger Review - May 2018.docx

Greetings board,

My apologies, it was brought to my attention that I neglected to attach the draft bylaws in the email announcing the meeting this past Monday. Here they are; the blue represents Jeff Brigg's word tweaking.

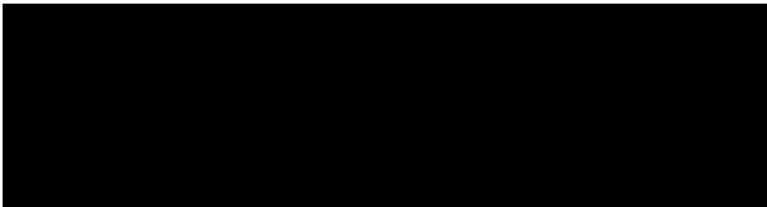
We will walk through these in great detail one more time tomorrow.

Looking forward to the meeting.

Kerry

KERRY [REDACTED]
Executive Director

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE



AMENDED AND RESTATED
BYLAWS OF


a California Nonprofit Mutual Benefit Corporation

Date to come, 2018

Commented [KM3]: To memorialize the reasons behind certain decisions or to set context, comments will be added that are attributed to the ad-hoc Governance Committee of 2018 and these will be noted by "ARGC."

Current version as of 5-19-11

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NEW: LA:LJHROTHERXKW11121370.7

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AMENDED AND RESTATED As [date to come 2018]

BYLAWS OF

HOLLYWOOD PROPERTY OWNERS ALLIANCE
(Formerly Known As Hollywood Entertainment District Property Owners Association),

a California Nonprofit Mutual Benefit Corporation

PREAMBLE

Commented [KM4]: This preamble is inserted to provide historical context.

Whereas, the Hollywood Property Owners Alliance (HPOA), a 501(c)6 non profit organization was first formed in 1996 as the Hollywood Entertainment District Property Owners Association; and

Whereas, the name was changed in 2006; and

Whereas, the HPOA has entered into contracts with the City of Los Angeles on several occasions over the past 21 years to manage the Hollywood Entertainment District (HED) Business Improvement District (BID) in its various iterations; and

Whereas, the HPOA entered into a management contract with the City of Los Angeles Central Hollywood Coalition (CHC), which has entered into contracts with the city of Los Angeles since 2007 to manage the Sunset & Vine Business Improvement District (SVBID); and

Whereas, upon anticipating the expiration of both the HED and the SVBID in December 2018, assessment paying parcel owners in both Districts formed an ad-hoc Owners Committee to plan for the renewal of the BID(s) in 2019; and

Whereas, the parcel owners opted to pursue the formation of one unified BID to replace the Hollywood Entertainment District and SVBID, which will be called the Hollywood Entertainment District for 2019-2028; and

Whereas, the management of this unified BID contract will be provided by one 501(c)6 organization, the HPOA, which requires the expansion of the board of directors of the HPOA to reflect the expanded district boundaries of the new BID; and

Whereas, the expansion of the HPOA to incorporate the SVBID to complete the unified BID and consequently HPOA will result in the dissolution of the CHC board of directors,

NOW, THEREFORE, BE IT RESOLVED THAT these revised and amended bylaws reflect the intention of the new group of parcel owners within the boundaries of the unified BID to blend the constituent interests of the HED and SVBID into one governing entity and to represent the interests of the entire area across the boundaries of the new 2019-2028 Hollywood Entertainment District and to be governed accordingly, and
WHEREFORE, these revised and amended bylaws are adopted and made effective by the affirmative action of the Board of Directors.

ARTICLE I

OFFICES

SECTION 1.1 PRINCIPAL OFFICE

The principal office of the corporation is located at 6562 Hollywood Blvd., Hollywood, Los Angeles County, California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the ~~members~~ ~~board~~ on these Amended and Restated Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 1.2 OTHER OFFICES

The board of directors (~~board~~) may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II

OBJECTIVES AND PURPOSES

The primary purpose of the corporation is to initiate, facilitate and manage programs, activities, grants and contracts with the aim of promoting community revitalization efforts, quality of life, streetscape improvements, public safety, tourism, economic development and business interests for the benefit of owners of property in Hollywood. In furtherance of the foregoing purposes, from time to time the corporation may enter into contracts with the City of Los Angeles to manage special districts and grants, including, but not limited to, business improvement districts and sidewalk maintenance districts, and may enter into contracts with ~~any~~ other public and/or private entities. Nothing in this Article II or in any other Article of these Amended and Restated Bylaws shall be construed as a limitation on the purposes or powers of the corporation.

ARTICLE III

MEMBERS

The corporation shall have no members.

ARTICLE IV

DIRECTORS

SECTION 4.1 POWERS

(a) Voting and Other Rights. Any action which would, by operation of law or otherwise, require a vote of members shall require only a vote of the directors. All rights which would, by operation of law or otherwise, vest in the members shall vest in the directors.

(b) Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations ~~in the articles of incorporation and these Amended and Restated Bylaws~~, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of ~~the board of directors~~. Without prejudice to or limitation on these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these Amended and Restated Bylaws; fix their compensation; and require from them security for faithful service.

(ii) Conduct, manage and control the affairs and business of the corporation, and make such rules and regulations therefor ~~as they may deem appropriate and lawful, to~~ not inconsistent with law, with the articles of incorporation or with these Amended and Restated Bylaws, ~~as they may deem appropriate.~~

(iii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country, and ~~to~~ conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings, ~~and to be held in the U.S.~~

(iv) Adopt, make and use a corporate seal; and alter the form of the seal.

(v) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(c) Conduct and Responsibilities. Directors shall read, acknowledge, and comply with the provisions of the "Director Responsibilities" summary supplied to them upon election or appointment and as it may be amended from time-to-time by the Board of Directors.

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SECTION 4.2 NUMBER OF DIRECTORS

(a) Authorized Number. The authorized number of directors shall be not less than nine (9) nor more than thirty-two (32), the exact number to be determined from time to time by a majority of the then authorized and acting directors. Upon the expansion of the Board in July, 2018, the Board will be expanded through the addition of acting directors of the Central Hollywood Coalition (CHC) as described in the Resolution to Amend the Articles of Incorporation of the HPOA. At all times, the authorized number of directors of the corporation shall not exceed thirty-two. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of said director's term of office. The total number of directors, to the extent reasonably practicable, reflect the diversity of the Parcel owners (as defined below) in terms of their respective geographic locations (e.g., side street, or boulevard) and in terms of their respective uses (e.g., apartment building, office building, theater, studio, government property, restaurant, condominium, museum, attraction, retail, or parking). No more than ten (10) percent of the directors, if elected, shall be only a Condominium Parcel Owner (as defined below).

Commented [KM5]: ABGC: This number is a legal minimum. It is not suggested that the number be set this low as a matter of practice.

Commented [KM6]: ABGC: all references to merger have been removed. This is an expansion of the HPOA board.

(b) Staggered Terms. The directors shall be divided into three (3) groups. If the number of directors is changed, any increase or decrease in directors shall be apportioned among the groups so as to maintain the number of directors in each group as nearly equal as possible. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected. A director may serve more than one term.

Commented [KM7]: I cleaned this up to make it more clear, and to provide some discretion to the Board and Nominating Committee to fill seats to conform with shorter terms (e.g., one or two years) in order to achieve balance on the staggered terms.

(c) Uniformity of Terms. For the purposes of the 2018 expansion of the HPOA Board by the addition of directors from CHC, the term for CHC directors will be extended to November 2019.

SECTION 4.3 ELIGIBILITY TO BE A DIRECTOR

A Parcel Owner is defined as an individual who owns, jointly or in common, a Parcel. Each director shall be a natural person who either is a Commercial or Condominium Parcel Owner (collectively "Parcel Owner") in Good Standing or is an Authorized Representative of a Parcel Owner in Good Standing. A director need not be a resident of the State of California. Upon standing for election as a director, the director represents that he or she meets all eligibility requirements set forth in the Articles of Incorporation. Once elected in accordance

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with these Bylaws, a director has no power to appoint or designate anyone else to carry out his or her rights or duties as a director, including the right to vote.

(a) Commercial Parcel Owner. As used in these Amended and Restated Bylaws, a "Commercial Parcel Owner" means the owner or master lessee of one or more parcels of real property that is included in, and assessed under, the HED ~~100~~ (each such parcel shall be referred to hereinafter as a "Parcel").

(i) Authorized Representative. As used in these Amended and Restated Bylaws, an "Authorized Representative" of a Commercial Parcel Owner shall be:

(A) A full-time employee of the Commercial Parcel Owner who serves with the written permission of the Commercial Parcel Owner and has the express power to make commitments on behalf of the Commercial Parcel Owner in matters related to governing ~~the Association~~ HOA; or

(B) A member of the Commercial Parcel Owner's family with the express power to make commitments on behalf of the Commercial Parcel Owner in matters related to governing ~~the Association~~ HOA.

(b) Condominium Parcel Owner. As used in these Amended and Restated Bylaws, a "Condominium Parcel Owner" has an ownership interest in one or more parcels of residential real property in a residential building that is included in, and assessed under, the HED ~~100~~ (each such parcel shall be referred to hereinafter as a "Condominium Parcel").

Commented [KM8]: First set of revisions to this section occurred in 2011, to remove requirement that condo owner be a director or president of HOA.

Commented [KM9]: AHGC: 2018 amendment limits board participation only to the condo owner, not an authorized representative.

(c) Good Standing. As used in these Amended and Restated Bylaws, a Parcel Owner is in "Good Standing" only if such Parcel Owner is not delinquent with respect to any referenced assessments relating to such Parcel Owner's Parcel(s).

(d) Limit on Parcel Representation. No parcel shall be represented by more than one director on the board.

(e) Any determination required under these Amended and Restated Bylaws as to the identity of the Parcel Owners or the Parcels, and as to whether a Parcel Owner is in Good Standing, shall, for purposes of a person standing for his or her initial election as a director, be ~~made by the Board~~ based solely upon the applicable records of the County of Los Angeles as they exist at the time such determination is required, without regard to any litigation, challenge, or dispute of record or otherwise. ~~any~~ such determination with respect to existing directors shall be ~~made by the Board~~ made by the ~~Board of Directors~~ ~~in its discretion~~ ~~to elect directors~~.

SECTION 4.4 ELECTION PROCESS

The election process for the Board of Directors of the CHC and the HPOA shall be unique for the first year.

(a) Appointment of Nominating Committee in 2018. On or before the last Thursday of June in 2018, the ~~members~~ President of the CHC and the ~~President~~ President of the HPOA shall appoint a Nominating Committee consisting of at least two (2) directors from CHC and two (2) directors from HPOA whose terms are not ~~expiring~~ or who are not returning to the Board, but no more than five (5) ~~members~~. Promptly following the appointment of the Nominating Committee, the ~~Chairman~~ Chairman of the Board shall cause to be mailed or emailed to each director the names of the appointees to the Nominating Committee. The Nominating Committee shall select its own chair ~~person~~. Apart from this appointment of a Nominating Committee to preside at the time of the ~~meeting of the Board~~ annual meeting of the HPOA boards, all nominating and election procedures shall be governed by the ~~provisions~~ provisions of this Section 4.4.

Commented [KM10]: AHGC: Discussed making this an odd number, but this would advantage one group over the other.

(b) Appointment of Nominating Committee. On or before the last Thursday of June of each year ~~following the 2018 meeting of the HPOA Board~~, the ~~Chairman of the Board~~ President of the HPOA shall appoint a Nominating Committee consisting of at least three persons, all of which shall be current directors whose terms are not expiring at the next annual meeting. Promptly following the appointment of the Nominating Committee, the ~~Chairman of the Board~~ President of the HPOA shall cause to be mailed or emailed to each director the names of the appointees to the Nominating Committee. The Nominating Committee shall select its own ~~chair~~ chair, whose vote in regard to the committee's deliberations shall be deemed to break any ties.

(c) Solicitation of Names for Consideration. On or before the second Thursday of July, the Nominating Committee shall deliver written notice to each Parcel Owner of the right to submit to the Nominating Committee, by five o'clock (5:00 p.m.) on the last Thursday of that month, the names of persons for consideration by the Nominating Committee for nomination to be elected as directors at the next annual meeting. The application completed by the applicant shall disclose if the parcel(s) represented by the applicant are affiliated through common ownership with any other directors serving on the Board.

Commented [KM11]: AHGC: The bylaws are silent on how many directors are to be nominated by the Nominating Committee; there is no expectation that all expiring terms must be filled.

Commented [KM12]: AHGC: The intent is to adhere to this deadline for the purpose of the annual slate. To compile the annual slate, the Nominating Committee will be limited to review candidates from the pool whose applications have arrived by the deadline. To fill mid-term vacancies throughout the year, the Nom Committee has discretion to identify qualified candidates, regardless of whether they had previously submitted an application.

(d) Nomination of Slate of Nominees. On or before the second Thursday of August, the Nominating Committee shall nominate persons for election at the next annual ~~meeting~~ meeting. The slate of persons nominated by the Nominating Committee ~~shall~~ shall endeavor to ensure that the entire Board, if the Nominating Committee's slate is elected, in its sole discretion, reflects the diversity of all of the Commercial Parcels in terms of their respective geographic locations ~~representing~~ representing the full territory ~~covered by the Commercial~~ covered by the Commercial (e.g., side street or boulevard) and in terms of their respective uses (e.g., apartment building, office building, theater, studio, government property, restaurant, condominium, museum, attraction, retail or parking). The slate shall include one or more qualified persons (or his or her Authorized Representative) from the names submitted by Parcel Owners in accordance with

Commented [KM13]: I added "endeavor" because ensure seemed to offer a guarantee of such diversity.

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subparagraph (c) of this Section 4.4, if any. Before nominating a person, the Nominating Committee shall make reasonable efforts (i) to determine whether such person meets the eligibility requirements under Section 4.3 hereof, and (ii) to interview such person to ensure that ~~he or she~~ is otherwise qualified (as determined by the Nominating Committee ~~in its sole discretion~~) and is willing to serve as a director if elected. Unless the slate of persons nominated by the Nominating Committee is duly contested in accordance with subparagraph (d) of this Section 4.4, such slate of persons shall be declared by the ~~Board of Directors~~ at the next annual meeting to have been duly elected.

(e) Contesting Slate of Nominees. On or before the third Thursday of August, the Nominating Committee shall deliver written notice to each Parcel Owner of the slate of persons nominated by the Nominating Committee and of such Parcel Owner's right to nominate one or more additional persons for election. This process requires delivery to the Nominating Committee, by the second Thursday of September, a petition signed by Parcel Owners in Good Standing as described below. ~~A Parcel Owner who fails to submit a petition to the Nominating Committee by the second Thursday of September shall be deemed to have waived the right to contest the slate of nominees.~~

Commented [KM14]: AMGO. This process was reviewed for clarity and equity. Has never been employed in >20 years, but does offer recourse if owners feel nominations have not been fairly presented.

(1) The signatures of Parcel Owners representing no less than ten (10) percent of the total assessment within the business improvement district managed by the ~~Association~~ BID, within which the Parcel Owner's parcel is located. A separate petition must be submitted for each alternate person nominated for election.

(2) The petition must include the ~~signing~~ Parcel Owner's address and contact information.

(f) Conduct of Elections. If the slate of persons nominated by the Nominating Committee is duly contested in accordance with subparagraph (d) of this Section 4.4, the Nominating Committee shall conduct an election in the following manner: On or before the last Thursday of September, the Nominating Committee shall cause to be delivered to each Parcel Owner ~~to the same address where the property is located~~, a ballot listing the nominees of the Nominating Committee and the additional nominees duly nominated by petition, together with a brief description of this election process. A return envelope, on which the word "ballot" is imprinted in the lower left-hand corner, shall be enclosed with each ballot ~~be~~ delivered. Only Parcel Owners in Good Standing will be entitled to vote. Each Parcel Owner shall be entitled to one (1) vote per APN, regardless of the number of Parcels owned by such Parcel Owner. Cumulative voting shall not be permitted. Only official ballots received at the principal executive office before five o'clock (5:00 p.m.) on the third Thursday of October shall be counted.

Commented [KM15]: The intent of this process is to allow weighted votes in petition phase, to contest the slate. However, for the election, each parcel is entitled to a vote, irrespective of assessment paid. This emulates the balance between how the BID is formed, versus how it is governed. Still, those who own many parcels will have a greater vote.

(g) Tabulation of Ballots. The Nominating Committee shall serve as the Election Committee and shall meet promptly following the date set forth in the last sentence of subparagraph (e) of this Section 4.4 to:

- (i) Determine the persons who are entitled to vote, in a manner tied to the authorization of who may sign for BID petitions;
- (ii) Receive and determine the validity of the ballots;
- (iii) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (iv) Count and tabulate all votes;
- (v) Determine the result; and
- (vi) Do any other acts that may be proper to conduct the election.

The qualified nominees receiving the highest number of affirmative votes up to the number of directors to be elected as ~~recommended~~ by the original slate ~~shall be~~ elected. The chair~~man~~ of the Nominating Committee shall announce the results of the election at the annual meeting of the ~~board of directors~~.

Commented [KM16]: AHGC: The intent is to ensure that with an upper limit of 32 directors, all these seats would not be filled. The size of the slate as recommended by the Nominating Committee is the limit on number of seats to be elected.

SECTION 4.5 EX-OFFICIO AND HONORARY DIRECTORS

The Executive Director of the corporation shall be an ex-officio member of the ~~board of directors~~. The Executive Director shall not be entitled to vote on any matter brought before the ~~board~~, nor shall ~~the Executive Director~~ count toward the authorized number of directors. The ~~President~~ of the Hollywood Chamber of Commerce shall be an honorary member of the ~~board of directors~~. The ~~Chair~~ of the Tourism District Overlay Zone ad-hoc Steering Committee shall be an honorary member of the ~~board of directors~~. ~~The President of the Board of Directors~~, at his or her discretion, may appoint up to three (3) additional ~~technical~~ experts (e.g., providing technical expertise in such areas as legal, accounting, real estate, grant-making, ~~and other related fields~~) to serve as honorary members of the ~~board~~ for one-year terms. No honorary member of the ~~board~~ shall be entitled to vote on any matter brought before the ~~board~~, nor attend Executive Session unless his or her expertise is required, nor shall ~~the member~~ count toward the authorized number of directors.

Commented [KM17]: AHGC: It is possible that the Chair of the TDOZ could already be an elected board member.

SECTION 4.6 VACANCIES

- (a) Events Causing Vacancy. A vacancy or vacancies in the ~~board of directors~~ shall be deemed to exist on the occurrence of the following:
 - (i) the death or resignation of any director;

(ii) the declaration by resolution of the ~~Board of Directors~~ of a vacancy of the office of a director who has been declared of unsound mind by a final order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 7230 and following of the California Nonprofit Mutual Benefit Corporation Law;

(iii) the vote of a majority of the directors then in office to remove a director for violation of the acknowledgment of his or her Director's Responsibilities outline or any other reason;

(iv) a finding by the ~~Board of Directors~~ that a director is no longer qualified for any reason, including that ~~he or she~~ is not in Good Standing as a Parcel Owner (or, where such director is the authorized representative of a Parcel Owner, that such Parcel Owner is not in Good Standing); or

(v) an increase in the authorized number of directors;

(vi) the failure to elect the number of directors authorized by these Bylaws.

In addition, if any director shall ~~fail to attend three (3) regular meetings of the Board, or fail to attend four (4) meetings within the course of a twelve (12)-month period commencing with the month in which the HPOA Board is expanded or the month in which~~ term is commenced if elected after the month of the expansion, ~~such director will be deemed to have resigned. The regular meeting schedule will be established at the first meeting of the expanded board and if meetings are scheduled which deviate from this established schedule, and a director is unable to attend, this shall not count against attendance~~

Commented [KM18]: All directors serving at the time of this expansion (July 2018) will start with a clean slate with respect to attendance.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the ~~Chair of the Board~~, the ~~President~~, the ~~Secretary~~, or the ~~Board of Directors~~, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the ~~Board of Directors~~ may elect a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies Filled by Directors. Vacancies on the ~~Board of Directors~~ may be filled by the affirmative vote of a majority of the remaining directors then in office, ~~even though less than a~~

quorum, or by the sole remaining director. Any director elected to fill a vacancy shall have the same term as that of his or her predecessor, or, if such vacancy is a result of an increase in the number of directors, as that of the other directors of the group of which he or she shall be a member. ~~Nothing in this section shall be construed to require the filling of any vacancy other than as may be provided by the corporation.~~

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) Restriction on Interested Directors. Not more than 49% of the persons serving on the board of directors at any time may be Interested Persons. An Interested Person is:

(i) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; or

(ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, domestic partner, mother-in-law or father-in-law of any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 4.7 REIMBURSEMENT OF EXPENSES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the ~~board of directors~~ to be just and reasonable.

SECTION 4.8 NO LIABILITY OF DIRECTORS

No director shall be personally liable for the debts, liabilities or obligations of the corporation. The directors ~~shall~~ shall have no liability for any dues or assessments not otherwise applicable to them as Parcel Owners.

SECTION 4.9 MEETINGS OF DIRECTORS

(a) Brown Act. Every meeting of the ~~board of directors~~ required to be conducted in accordance with the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the

California Government Code (the "Brown Act")) shall be conducted in accordance with the provisions of the Brown Act.

(b) **Regular Meetings.** An annual meeting of the ~~board of directors~~ shall be held for the purpose of organization, election of directors and officers and the transaction of other business. The annual meeting shall be held immediately prior to the regularly scheduled meeting of the ~~board of directors~~ in November of each year. Other regular meetings of the ~~board of directors~~ shall be held at such times as shall from time to time be fixed by the ~~board of directors~~.

(c) **Special Meetings.** Special meetings of the ~~board of directors~~ may be called at any time by the ~~chairman~~ of the ~~board~~ or directors constituting a majority of the ~~board~~. In addition, the ~~president~~, any ~~Vice President~~, the ~~secretary~~, the ~~treasurer~~, or any two directors may call a special meeting of the ~~board of directors~~ not required to be conducted in accordance with the Brown Act.

(d) **Place of Meeting.** Each meeting of the ~~board of directors~~ shall be held at such location as shall be determined by the ~~board of directors~~. Such location may be within or without Hollywood; provided that if such meeting is required to be conducted in accordance with the Brown Act, the location of such meeting shall be in Hollywood ~~as required by the Brown Act~~. Regular meetings shall be held at the principal office of the corporation or at such other place as may be designated in the notice of meeting. Notwithstanding the foregoing provisions of this subparagraph, and except in the case of a meeting required to be conducted in accordance with the Brown Act, a regular or special meeting of the ~~board of directors~~ may be held at any place consented to by all ~~board members~~ either before or after the meeting and may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

(e) **Quorum.** A majority of the number of directors in office shall constitute a quorum for the transaction of business at a meeting of the ~~board of directors~~, except to adjourn. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the ~~board of directors~~, subject to the provisions of law, the articles of incorporation and these Amended and Restated Bylaws, including, without limitation, those provisions of the California Nonprofit Mutual Benefit Corporation Law relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors ~~from such meeting~~, if any action taken is approved by at least a majority of the required quorum for that meeting.

(f) Agenda, Notice and Adjournment of Meetings. Annex A hereto sets forth certain procedures applicable to the agenda, notice and adjournment of meetings of the ~~Board of Directors~~ required to be conducted in accordance with the Brown Act. Annex B hereto sets forth certain procedures applicable to the agenda, notice and adjournment of meetings of the ~~Board of Directors~~ not required to be conducted in accordance with the Brown Act.

SECTION 4.10 COMMITTEES

(a) Standing Committees. There shall be three standing committees: Safety, Place Making, and Tourism District Overlay Zone ("TDOZ") Committee. Except for the TDOZ Committee, whose unique provisions are outlined in (d), the committee members and chair shall be appointed by the ~~Board of Directors~~ and shall serve at the pleasure of the ~~Board~~. The Safety and Place Making committees shall consist of a combination of ~~board members and~~ and at-large non-residentives from the ~~community~~ with the ~~community~~ being ~~board members~~. Each of these members of the ~~committee~~ shall ~~be~~ ~~appointed~~ ~~by~~ ~~the~~ ~~Board of Directors~~ ~~and~~ ~~shall~~ ~~serve~~ ~~at~~ ~~the~~ ~~pleasure~~ ~~of~~ ~~the~~ ~~Board~~.

(b) Ad-hoc Committees. The ~~Board of Directors~~ may designate one or more ad-hoc committees. Each such committee shall serve at the pleasure of the ~~Board~~ and shall serve in an advisory capacity only.

(c) Quorum. A majority of the members of a committee (other than an ad-hoc committee) shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the committee members, subject to the provisions of law or the articles of incorporation. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members, ~~when~~ ~~such~~ ~~meeting~~ ~~is~~ ~~continued~~, if any action taken is approved by at least a majority of the required quorum for that meeting. If a quorum is absent at the time an advisory motion is considered, the report to the ~~Board of Directors~~ shall so indicate.

(d) Tourism District Overlay Zone ("TDOZ") Committee. ~~This committee shall have a continuing responsibility whose purpose is to oversee and manage the annual funding, budgeting and service delivery for a specific portion of the Public and Private Lands in the BID designated as the Tourism District Overlay Zone in the Management District Plan, with the specific boundaries described therein ("TDOZ").~~

Commented [KM21]: Reviewed with M Yamada and K Zandona; this is new function to govern the TDOZ established in the new MDF.

(1) Official List of Parcel Owners Authorized to Vote and Make Decisions: At the time of the ~~2024~~ annual meeting ~~for the~~ ~~Public and Private Lands~~ ~~in the~~ ~~BID~~, a list will be created that itemizes each parcel within the TDOZ, the amount assessed to each parcel and the parcel owner attached to each parcel, along with contact information to accommodate official communications.

(2) Decision-making authority: For TPDZ Committee decisions related to the annual assessment for the TPDZ, each assessed parcel in the TPDZ will have one vote. The vote will be weighted by the size of the TPDZ annual assessment. Only votes submitted by the deadline established by the Steering Committee (described in TPDZ (3) below) shall be counted. The TPDZ Committee's recommendation relative to the annual assessment for the TPDZ must be submitted to the HPOA Board of Directors no later than April 1 of each year. If no recommendation is submitted, the assessment shall not change from the previous year.

(3) Steering Committee: The Steering Committee for the TPDZ shall consist of five (5) to nine (9) people, elected at a meeting by the assessed parcel owners within the TPDZ, to serve one-year terms, coinciding with the terms of the HPOA Board of Directors. Each TPDZ parcel owner has one vote for the members of the steering committee, irrespective of the number of parcels owned or the size of the parcel's assessment. The committee members will determine the chair and the chair shall identify a vice-chair. The chair will be a non-voting advisory member of the HPOA Board of Directors.

(e) WOULD BE EASIER TO JUST MAKE THE VACANCY PROVISIONS COLLECTORS APPLY TO COMMITTEES Vacancy. A vacancy or vacancies on a committee shall be deemed to exist on the occurrence of the following:

- (i) the death or resignation of any committee member;
- (ii) the vote of a majority of the directors then in office to remove a committee member;
- (iii) an increase in the authorized number of committee members; or
- (iv) the removal of a committee member by the chair, or the Board of Directors in the absence of a chair.

In addition, if any committee member shall consecutively fail to attend three (3) meetings of the committee, or fail to attend five (5) meetings within the course of a twelve (12)-month period, without leave of absence by the chairman of the Board, such committee member may be removed at the next regular meeting of the Board of Directors and the vacancy filled for the balance of the unexpired term by the Board of Directors.

(f) Resignations. Any committee member may resign, which resignation shall be effective on giving written notice to the chairman of the board, the ~~president~~, the ~~secretary~~, or the ~~board of directors~~, unless the notice specifies a later time for the resignation to become effective.

(g) Meetings and Action of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Amended and Restated Bylaws concerning meetings of directors, with such changes as are necessary to substitute the committee and its members for the ~~board of directors~~ and its members, except that the time for regular meetings of committees may be determined either by resolution of the ~~board of directors~~ or by resolution of the committee, and that special meetings of committees may also be called by resolution of the ~~board of directors~~ or by resolution of the committee. Notice of special meetings of committees shall also be given to ~~any~~ alternate members of the committee, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The ~~board of directors~~ may adopt rules for the government of any committee not inconsistent with the provisions of these Amended and Restated Bylaws.

(h) Except as otherwise set forth in Section 4.4, the provisions of this Section 4.10 apply to the Nominating Committee.

(i) ~~Each committee shall comply with the provisions of the California Corporations Code (the "California Code") and the California Securities Code (the "California Securities Code") in addition to the provisions of these Amended and Restated Bylaws.~~

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ARTICLE V

OFFICERS

SECTION 5.1 OFFICERS

The officers of the corporation shall be a ~~Chairman of the Board~~, a ~~President~~, a ~~Vice President~~, a ~~Secretary~~ and a ~~Treasurer~~. The corporation may also have, at the discretion of the ~~board of directors~~, one or more additional ~~Vice Presidents~~, one or more ~~Assistant Secretaries~~, one or more ~~Assistant Treasurers~~, and such other officers as may be appointed in accordance with the provisions of Section 5.3. Any number of offices may be held by the same person, except that neither the ~~Secretary~~ nor the ~~Treasurer~~ may serve concurrently as either the ~~Chairman of the Board~~ or the ~~President~~ of the ~~board~~. The ~~President~~ also shall serve as ~~Chair~~ unless another person is ~~appointed~~ to serve as ~~Chair~~.

SECTION 5.2 ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 5.3, shall be chosen as provided below in this section, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. No person shall serve as both ~~President/Chairman~~ and ~~Chair of the Board~~ for more than two (2) consecutive terms commencing on or after the adoption of these Amended and Restated Bylaws.

Provided that the slate of nominees to be elected as directors in connection with the next annual meeting of ~~the Board~~ has not been duly contested in accordance with subparagraph (d) of Section 4.4, which will be determined no later than the ~~fourth~~ Thursday of September, the Nominating Committee shall, no later than the fourth Thursday of September, solicit ~~and~~ nominations from such nominees and from the directors who will continue to be directors following the annual meeting. The Nominating Committee shall interview all officer candidates, and present a recommended ~~officer~~ slate to the Board at the annual meeting. At the annual meeting, the directors shall either approve the slate in its entirety, or the ~~Board~~ shall request that nominations be offered by directors, in which case an open election by directors will occur for each officer position. No member of the Nominating Committee shall be eligible for inclusion on the recommended ~~officer~~ slate, nor shall such member be eligible for election to an officer position at the annual meeting. If a member of the Nominating Committee shall determine that he or she desires to seek an officer position, such member shall resign membership in the Nominating Committee within one week after the third Thursday of August so that the ~~Board~~ has an opportunity to appoint a replacement for such member in time to implement the procedure set forth above. In the event the ~~Board~~ does not make such appointment, then at the annual meeting an open election by directors will occur in the manner set forth above.

If the slate of nominees to be elected in connection with the next annual meeting of ~~the Board~~ has been duly contested in accordance with subparagraph (d) of Section 4.4, nominations for officers shall not be solicited or made prior to the annual meeting. Instead, at the annual meeting, the ~~Board~~ shall request that nominations be offered by the directors and an open election by the directors will occur for each officer position.

SECTION 5.3 SUBORDINATE OFFICERS

The ~~Board of Directors~~ may appoint, and may authorize ~~any officer of the corporation~~ to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, and have the authority and perform the duties specified in these Amended and Restated Bylaws or ~~as determined from time to time by the Board of Directors~~.

SECTION 5.4 REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the ~~Board of Directors~~, at any regular or special ~~Board~~ meeting.

SECTION 5.5 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 5.6 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the affirmative vote of a majority of the remaining directors in office. Any director elected to fill a vacant officer position shall complete the same term as that of his or her predecessor.

SECTION 5.7 RESPONSIBILITIES OF OFFICERS

(a) Chair of the Board. The chair of the ~~Board~~ ("Chair") shall preside at meetings of the ~~Board of Directors~~ and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the ~~Board of Directors~~ or prescribed by these Amended and Restated Bylaws.

(b) President. Subject to such supervisory powers as may be given by the ~~Board of Directors~~ to the Chair, if any, the ~~President~~ shall be the chief executive officer of the corporation and shall, subject to the control of the ~~Board of Directors~~, generally supervise, direct and control the business and the officers of the corporation. ~~He or she~~ shall preside, in the absence of the Chair or if there be none, at all meetings of the ~~Board of Directors~~. ~~He or she~~ shall have such other powers and duties as may be prescribed by the ~~Board of Directors~~ or by these Amended and Restated Bylaws.

(c) Vice President. In the absence or disability of the ~~President~~, a Vice ~~President~~, if any, in order of rank as fixed by the ~~Board of Directors~~ or, if not ranked, a Vice ~~President~~ designated by the ~~Board of Directors~~, shall perform all the duties of the ~~President~~ and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the ~~President~~. A Vice ~~President~~ shall have such other powers and perform such other duties as from time to time may be prescribed by the ~~Board of Directors~~ or by these Amended and Restated Bylaws.

(d) ~~Secretary~~. The ~~secretary~~ shall attend to the following:

(i) Book of minutes. The ~~secretary~~ shall keep or cause to be kept, at the principal executive office or such other place as the ~~board of directors~~ may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Membership records. The ~~secretary~~ shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the ~~board of directors~~, a record of the corporation's directors, showing the names of all directors and their ~~physical and home~~ addresses.

(iii) Notices, seal and other duties. The ~~secretary~~ shall give, or cause to be given, notice of all meetings of the ~~board of directors~~ required by these Amended and Restated Bylaws to be given. The ~~secretary~~ shall keep the seal of the corporation in safe custody. The ~~secretary~~ shall have such other powers and perform such other duties as may be prescribed by the ~~board of directors~~ or by these Amended and Restated Bylaws. If for any reason the ~~secretary~~ shall fail to give notice of any special meeting of the ~~board of directors~~ called by one or more of the persons entitled to call the meeting, then any such person or persons may give notice of any such special meeting.

(e) ~~Treasurer~~. The ~~treasurer~~ shall attend to the following:

(i) Books of account. The ~~treasurer~~ shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The ~~treasurer~~ shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the ~~board of directors~~; shall disburse the funds of the corporation as may be ordered by the ~~board of directors~~; shall render to the ~~board of directors~~ and directors, whenever they request it, an account of all of his or her transactions as ~~treasurer~~ and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the ~~board of directors~~ or by these Amended and Restated Bylaws.

(iii) Duties of President/Chairman. In the absence or disability of the President/Chairman, and if there be no Vice President/Chairman or if no Vice President/Chairman is present and available, the Treasurer shall perform all the duties of the President/Chairman, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President/Chairman.

SECTION 5.8 PROFESSIONAL STAFF

The Executive Director shall be the senior staff officer hired by the Board of Directors, and will serve at the pleasure of the Board of Directors. He/she shall be directly responsible to the Board of Directors and, under the Board of Directors's direction, shall carry out the functions required to implement the programs and activities of the corporation and manage the day to day affairs of the corporation. The Executive Director, with the approval of the Board of Directors, shall employ the additional staff members needed to adequately perform the prescribed duties, including, but not limited to, a person with accounting experience.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 6.1 DEFINITIONS

For the purpose of this Article,

(i) "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation;

(ii) "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(iii) "expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his

or her position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 6.2 SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of the corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 6.3 through 6.5 shall determine whether the agent is entitled to indemnification.

SECTION 6.3 ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 6.5, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, the corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 6.4 ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims Settled out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and Suits Awarded Against Agent. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of the corporation, by reason of the fact that the person is or was an agent of the corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 6.5 must be made in the manner provided for in that Section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 6.5 DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 6.3 and 6.4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent shall be entitled to reimbursement if the agent, in the manner provided below, acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Section 6.5(a) shall be made by:

(i) the ~~board of directors~~ by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the corporation.

SECTION 6.6 LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 6.2 or 6.5(b)(ii), in any circumstance when it appears that:

(i) The indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(ii) The indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 6.7 ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 6.8 CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons, who are other than directors and officers of the corporation or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 6.9 INSURANCE

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

SECTION 6.10 DECISIONMAKING AND INDEMNIFICATION AS TO THE PRE-EXISTING ENTITIES

(a) In accordance with the provisions of the Preamble to these Amended and Restated Bylaws, there will be mutual indemnification of all obligations, costs, expenses and liabilities that exist or arise out of the activities of the original associations ~~identified in the Preamble to these Amended and Restated Bylaws~~ obligations, costs, expenses and liabilities of each association shall remain ~~with the association~~ with the association until such time as they are removed or satisfied.

(b) Issues uniquely applicable to the original associations ~~identified in the Preamble to these Amended and Restated Bylaws~~ shall remain with the association until such time as they are removed or satisfied.

shall be decided solely by the remaining members of those boards

ARTICLE VII

RECORDS AND REPORTS

SECTION 7.1 COMPLIANCE WITH PUBLIC RECORDS ACT

Notwithstanding any provision of these Amended and Restated Bylaws, the corporation shall comply with the California Public Records Act (Chapter 3.5 (commencing with Section 6250) of Division 7 of Title 1 of the California Government Code), for all documents related to activities of the corporation, to the extent required by such act.

SECTION 7.2 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (i) Adequate and correct books and records of account;
- (ii) Minutes in written form of the proceedings of its board and committees of the board;
- (iii) A record of its directors, giving their names and business addresses.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.

SECTION 7.3 MAINTENANCE AND INSPECTION BY DIRECTORS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and Amended and Restated Bylaws as amended to date. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its

subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 7.4 ANNUAL REPORT TO DIRECTORS

Not later than 120 days after the close of the corporation's fiscal year, the board shall cause an annual report to be sent to the directors. Such report shall contain the following information in reasonable detail:

- (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (v) Any information required by Section 7.5.

The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 7.5 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

No later than the time the corporation gives its annual report, if any, and in any event no later than 120 days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (i) Each transaction, involving more than \$25,000 or which was one of a number of transactions with the same person involving in the aggregate more than \$25,000, in which the corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:

(A) Any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or

(B) Any holder of more than 10% of the voting power of the corporation, its parent or its subsidiary.

(ii) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article X hereof, unless such indemnification has already been approved by the directors pursuant to Section 6.5(b)(ii).

SECTION 7.6 CONTRACTS, ETC., HOW EXECUTED

The ~~Board of Directors~~, except as otherwise provided in these Amended and Restated Bylaws, may authorize any officer or officer, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; ~~and~~ unless so authorized by the ~~Board of Directors~~, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Notwithstanding the foregoing:

(i) the aggregate dollar amount of contracts entered into by the corporation in respect of any year shall not exceed the corporation's total income for that year, and

(ii) no contract shall be entered into which is to be performed, in whole or in part, at a date later than the expiration date of the business improvement district to which it relates, if any.

SECTION 7.7 REPRESENTATIONS OF SHARES OF OTHER CORPORATIONS

The ~~Director/Officers~~, the ~~Vice President/Director~~ and the ~~Secretary/Treasurer~~ or any Assistant ~~Secretary/Treasurer~~ are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

ARTICLE VIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Amended and Restated Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes a natural person, corporation, partnership, joint venture, trust or other entity.

ARTICLE IX. CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the ~~board of directors~~ ~~(the Board)~~, person shall (a) fully disclose the nature of the interest, and b) withdraw from discussion, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X

AMENDMENTS

Except as otherwise provided in these Amended and Restated Bylaws, the ~~board of directors~~ ~~(the Board)~~ may adopt, amend or repeal bylaws, provided that, if any provision of these Amended and Restated Bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

ANNEX A

Brown Act Meetings

1. Agenda of Regular Meetings.

(a) At least 72 hours before a regular meeting, the [REDACTED] shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

(b) The agenda for regular meetings shall provide an opportunity for members of the public to directly address the board of directors on any item of interest to the public, before or during the board of director's consideration of the item, that is within the subject matter jurisdiction of the corporation, provided that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by the Brown Act to be acted upon without having appeared on the posted agenda. The agenda need not provide an opportunity for members of the public to address the board of directors on any item that has already been considered by a committee, composed exclusively of members of the board of directors, at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, before or during the committee's consideration of the item, unless the item has been substantially changed since the committee heard the item, as determined by the board of directors.

2. Notice of Special Meetings.

(a) A special meeting shall be called by delivering written notice to each director and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered. The call and notice shall be posted at least 24 hours prior to the meeting in a location that is freely accessible to members of the public. The notice shall provide an opportunity for members of the public to directly address the board of directors concerning any item that has been described in the notice for the meeting before or during consideration

of that item. The written notice may be dispensed with as to any director who at or prior to the time the meeting convenes files with the secretary a written waiver of notice. The waiver may be given by telegram. The notice may also be dispensed with as to any director who is actually present at the meeting at the time it convenes.

(b) In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the board of directors may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of subparagraph (a) or both of the notice and posting requirements. For purposes of this subparagraph, "emergency situation" means any of the following: (i) work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the board; or (ii) crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the board. However, each local newspaper of general circulation and radio or television station which has requested notice of special meetings pursuant to subparagraph (a) shall be notified by the chairman of the board, or designee thereof, one hour prior to the emergency meeting by telephone and all telephone numbers provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this subparagraph shall be deemed waived, and the board of directors, or designee of the board of directors, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible. All special meeting requirements, as prescribed in subparagraph (a), shall be applicable to a meeting called pursuant to this subparagraph, with the exception of the 24-hour notice requirement. The minutes of a meeting called pursuant to this subparagraph, a list of persons who the presiding officer of the board of directors, or designee of the board of directors, notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible.

3. Adjournment. The board of directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the secretary may declare the meeting adjourned to a stated time and place, and he or she shall cause a written notice of the adjournment to be given in the same manner as provided herein for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes.

ANNEX B

Meetings Regarding Matters Unrelated to Managing the HED

1. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery or written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (iv) by facsimile. All such notices shall be given or sent to the director's address or telephone number or facsimile number as shown on the records of the corporation. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone or facsimile shall be delivered, telephoned or sent at least 48 hours before the time set for the meeting. The notice shall state the time and place for the meeting. It need not specify the purpose of the meeting and it need not specify the place of the meeting if it is to be held at the principal office of the corporation.

2. Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4. Action without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Leroy Beavers

Kerry [REDACTED]
Monday, June 18, 2018 6:00 PM



Cc:
Subject:
Attachments:

Meeting notice Thursday June 21 at 4 p.m.
5-17-18 DRAFT.pdf; June 2018.pdf; HPOA 2017 - DRAFT Tax Returns.pdf; Maintenance
RFP Draft 2018.docx; APPENDIX A.pdf; APPENDIX B.pdf; APPENDIX C - DRAFT.docx

Greetings HPOA Board,

Looking forward to seeing you this Thursday. This is an important meeting, as you will be adopting the bylaws for the expansion board. The Sunset board meet last week, adopted their "wind-down" bylaws, and elected three dissolution directors. They also approved the HPOA amended bylaws on an advisory basis.

This week you will have the bylaws to review one last time and then adopt. The first meeting of the expanded board will be next month.

Attached please find:

Agenda

Minutes from May meeting

Draft bylaws (with Jeff [REDACTED]'s changes in blue)

2017 Tax Return – for board to acknowledge receipt

Draft of the maintenance RFP which will go out next week. (I don't think this has to be approved, but added it to the agenda just in case. Note that we will be seeking bids from contractors who want to provide the entire bundle of services, but also are reaching out to vendors who may want to provide just one or two categories of service. We have been gathering vendor contact information, and Rich will send the list out on Wednesday to ensure we haven't missed any companies you would like to see included.)

We have heard from 8 board members who will be in attendance. Please RSVP directly to
april@hollywoodbid.org

Kerry

P.S. This is the last full week to send ballots back into the city. The ballots are counted a week from tomorrow. If you are having any difficulty at this stage of the process, please contact Lorin immediately and she can advise how you can get a replacement ballot(s).

KERRY [REDACTED]
Executive Director

RENEW THE BID IN 2018! https://youtu.be/-Amhlt_EKsE



HOLLYWOOD PROPERTY OWNERS ALLIANCE

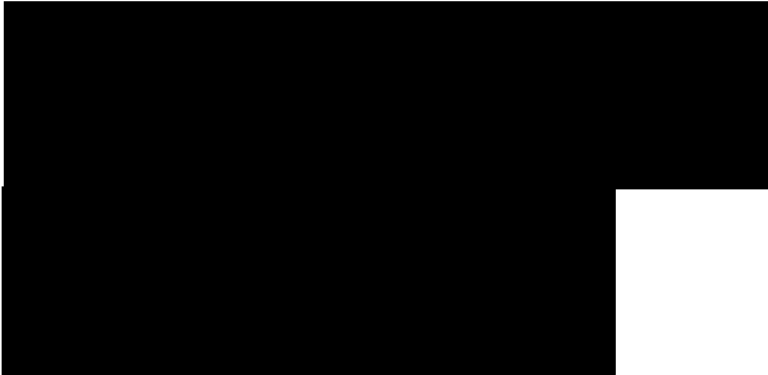
BOARD OF DIRECTORS

Minutes

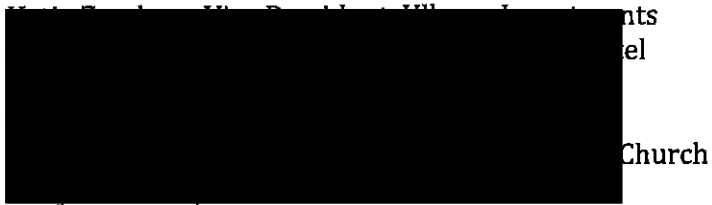
Thursday, May 17, 2018

6562 Hollywood Blvd.

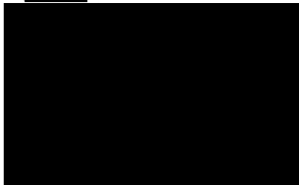
Officers and Directors Present



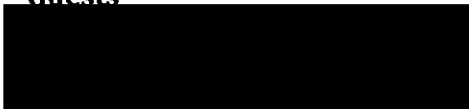
Absent



Staff



Guests



I. CALL TO ORDER – [REDACTED] President

The meeting was called to order at 4:11 p.m.

May 17, 2018

II. OPEN FORUM & INTRODUCTIONS

Nella McOsker, representing Strategies 360, introduced herself and gave an overview of "No on the repeal," a campaign to defeat the proposed repeal of the Costa Hawkins law that governs how rent control is applied in the state of California.

III. APPROVAL OF MINUTES

It was moved by Evan Kaizer, seconded by Joseph D'Amore, and CARRIED to approve the minutes from meeting on April 19, 2018. Unanimously approved.

III. TREASURER'S REPORT

- A. April 30, 2018 statement – Lappin walked the board through the April 30, 2018 financial statement. Remaining funds in the Old BID Special Projects account needs to be spent down before the end of the year. Accounting fees were slightly higher due to the financial review conducted by GTL LLC. Contingency include the costs associated with updating the employee handbook and CHC's reimbursement for their portion of the March expenses incurred by HED for the petition mailing. An update was given on the status of legal expenses. All other expenses are tracking as expected.

It was moved by David Green, seconded by Evan Kaizer, and CARRIED to approve the financial statement for April 30, 2018. Unanimously approved.

- B. Meeting to explore financial systems in 2019 – Morrison reported that an initial meeting to explore the possibility of bringing financial systems in house for the new BID will be scheduled in the coming weeks. Joyce Williams-Maxwell, Treasurer for the Sunset BID, will join staff and HED Treasurer Brian Johnson in this review.

IV. COMMITTEE/ACTIVITY REPORTS

A. Ad-hoc BID Renewal Committee

- 1. City Council Ordinance of Intention approved May 1 – The City Clerk certified that the requisite petition threshold was achieved, and the City Council approved an ordinance of intention to form the BID.
- 2. Ballot election – through June 26 Public Hearing – Morrison walked the board through the Prop 218 election process. Ballots for the Prop 218 election have been mailed. Property owners are advised to watch for the ballots, which are mailed to the county tax assessor address on file.

██████████ reviewed the official ballot packet with the board. Board members were advised that property owners may fill out an affidavit to request a replacement ballot if they do not receive one. It was clarified that the petition process is separate than the 218 Election. Election results will be announced by the city on June 27th. If 50% plus one of ballots received are in favor based upon assessment value, then on June 27, the city council will pass an ordinance forming the new BID.

B. Ad-hoc Governance committee - Report from ad hoc 5-16-18 meeting -

1. Review of draft bylaws- ██████████ talked the board through the most recent version of the bylaws from the May 16, 2018 governance committee meeting, and a draft timeline for establishment of the combined BID. Jeff Briggs, legal counsel will provide input for the final draft. Board members will vote to approve the bylaws at the next meeting.

C. Streetscape and Beautification

1. Wayfinding Signage update

Sarian reviewed a letter sent on behalf of the board to the council office requesting available funds to complete the Wayfinding Signage Project from the Mobility Trust Fund.

2. Ad hoc committee Cahuenga string lights

An RFP has been distributed to potential vendors for the Cahuenga String lights project on Cahuenga Blvd. from Hollywood Blvd. to Sunset Blvd.

An update was given on the year-round holiday lights installed at Hollywood & Highland and Hollywood & Vine. The lights on Hollywood Blvd. have been affected by events such as movie premieres when the lights are sometimes unplugged by event staff. Staff are continuing to monitor the situation.

3. Utility Box Update and kick-off event

Utility box art was installed last Thursday, May 10th. The Utility Box Art kick-off event will be held in conjunction with the Hollywood Arts Council at the intersection of Hollywood & Vine on May 21st at 5:00 p.m., with a reception following at the Pantages Theatre. Vandalism has occurred on some of the boxes.

4. Discussion of Zone 1 reserved funds for annual tree trimming – The board was informed that the tree trimming planned for Hollywood Blvd from La Brea to the 101 Freeway is not advised by the city. This creates a surplus of \$40,000 in Zone 1. Options for spending these funds on other beautification projects were discussed. The action item was tabled until the next meeting.

May 17, 2018

5. Maintenance Contract

a. Current service concerns

Sarian indicated that staff met with Duran prior to the meeting to outline concerns about service quality in the BID, particularly with respect to pressure washing. An audit of equipment availability and labor per the contract has been requested from Streetplus.

b. Timeline for RFP process

Sarian reported on the timeline associated with bidding on the next maintenance contract.

- 5/21 – call for bidders on maintenance
- 6/28 – RFP issued
- 7/2 – pre-bidders conference
- 7/25 – proposals due

D. Security Committee

1. Street/sidewalk vending update – The staff is continuing to advocate for the enforcement of sidewalk vending and awaiting a draft ordinance from the city.

2. CD-13 proposal for interim bridge shelter – Morrison reported that as a result of the Mayor's State of the City address, the challenge has been made to each council district to locate at least one bridge shelter, with \$20 million dollars set aside in the new city budget to finance these facilities. Councilman O'Farrell identified the parking lot south of YMCA as a potential site for the bridge shelter for Hollywood. It was noted that candidates for the shelter must be actively engaged with case managers. The shelter will operate 24 hours per day. One proposed condition is a buffer zone where no tents would be allowed within a set radius of the shelter. The question of who will be responsible for providing security at the shelter was raised. Morrison indicated that there are more details that need to be fleshed out on these types of logistics but staff is participating in the meetings.

3. Security contract

Morrison presented the proposed timeframe for the competitive bidding of the security contract.

- 6/13 – call for bidders on security contract
- 7/25 - RFP issued
- 8/7 – pre-bidders conference
- 8/30 – proposals due for security vendors

Vendor recommendations were requested from the board.

E. Marketing and Communications

1. Make Music Day June 21- Strecker reported that two sponsors are in place, Wynn Nail Spa and Robertson Properties Group. One more sponsorship of \$1000 is needed.
2. Angela Babcock from Stratiscope – Strecker reported that Stratiscope will be retained to assist on several initiatives designed to create more engagement between the BID and the local residents. Babcock distributed a handout and reviewed key strategies to accomplish this goal. This funding comes from the remaining Stanton Grant.

VI. OLD BUSINESS

- A. Heroes of Hollywood - [REDACTED] will be honored at the Heroes of Hollywood Luncheon on May 31, 2018.
- B. Board members were encouraged to attend the Hollywood Miniature Open House immediately following the meeting.

VII. STAFF REPORT

- A. Street Closure for Quentin Tarantino movie – [REDACTED] reviewed the information regarding the street closures on Hollywood Blvd. for the filming of the Quentin Tarantino film "Once Upon A Time in Hollywood" on July 23rd and 24th, 2018.

VIII. CLOSED SESSION

5:43 p.m. A. Conference with Legal Counsel; Existing Litigation
(Gov. Code § 54956.9(d)(1))

The Board finds, based on advice from legal counsel, that discussion in open session will prejudice the position of the agency in the litigation.

Name of Case: Riskin v. Hollywood Property Owners Alliance, et al.

Names of Parties: Adrian Riskin, Hollywood Property Owners Alliance, and Andrews International, Inc.

Case No.: Los Angeles Superior Court Case No. BS166500

IX. REPORT FROM CLOSED SESSION

HPOA Board Minutes

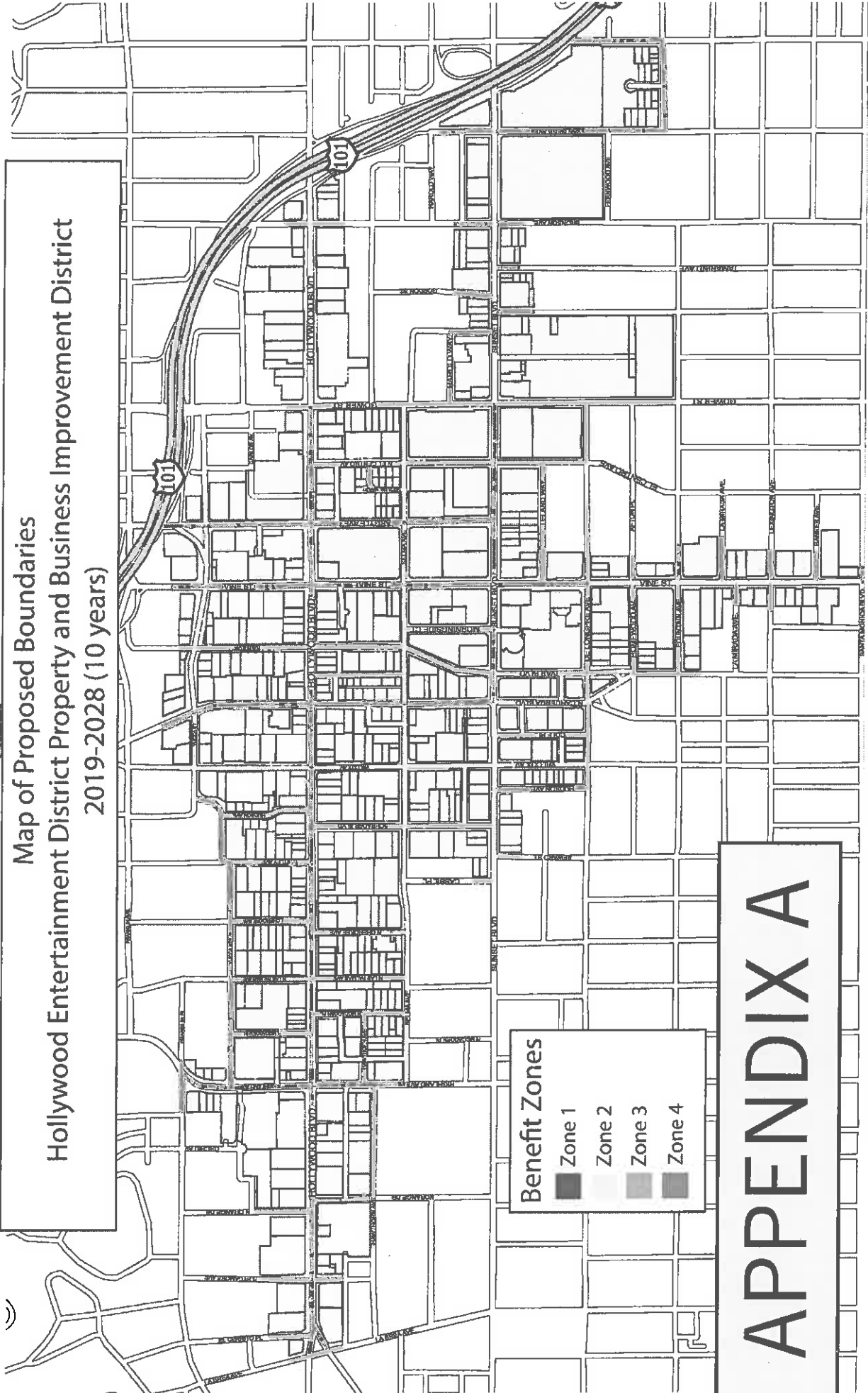
May 17, 2018

The board re-convened in open session at 6:12 p.m. There were no action items to report.

X. NEXT MEETING: The next meeting will be held on June 21, 2018 at 4:00 p.m.

XI. ADJOURNMENT: The meeting was adjourned at 6:12 p.m.

Map of Proposed Boundaries
Hollywood Entertainment District Property and Business Improvement District
2019-2028 (10 years)



APPENDIX A

Agenda
June 21, 2018
4 p.m. to 6 p.m.
6562 Hollywood Blvd.

- I. 4:00 p.m. CALL TO ORDER – Chad Lewis, President
- II. OPEN FORUM & INTRODUCTIONS
- III. 4:15 APPROVAL OF THE MINUTES
 - **Action:** May 17, 2018
- IV. 4:20 p.m. TREASURERS REPORT – Brian Johnson
 - A. **Action:** Review/approve financial statement for May, 2018
 - B. **Action:** Acknowledgment receipt of and opportunity to review 2017 tax return
 - C. Ad-hoc committee to discuss 2019 financial system
- V. 4:30 p.m. COMMITTEE/ACTIVITY REPORTS
 - A. Ad Hoc BID Renewal Committee -- Morrison
 - 1. City council hearing – June 26/27 – and tabulation of ballots.
 - B. Ad-hoc Governance Committee – Green, Morrison
 - 1. Report from the 6/12/18 meeting of CHC
 - Amended bylaws adopted
 - CHC “dissolution directors” elected
 - Advisory vote to approve HPOA bylaws (with clarifying amendments)
 - 2. **Action:** Review and approve amended bylaws for HPOA
 - 3. Meet with potential strategic planning consultant – July 2018
 - 4. Meeting dates for 2018-19

July 19	November 15	March 21
August 16	December 20	April 18
Sept 20	January 17	May 16
October 18	February 21	June 20

 - 5. Appointment of Nominating Committee by Chad Lewis
 - C. Streetscape and Beautification – Jeff Loeb and Rich Sarian
 - 1. Wayfinding Signage update

2. Discussion of Zone 1 reserved funds for annual tree trimming
 - a. Overview of budget setaside and MDP language
 - b. Options to spend funds in Zone 1
Action: Approve re-allocation of funds budgeted for tree trimming in Zone 1 District of HED for other beautification projects in Zone 1 of HED.
3. Maintenance contract
 - a. **Action:** review/approve RFP for maintenance services with option to either bundle services or contract separately
 - b. Timeline for RFP process

D. Marketing and Communications – Devin Strecker

1. Make Music Day June 21
2. Hollywood Apartment Managers Alliance – meeting 6/20

D. Security Committee Report – Kerry Morrison

1. Street/sidewalk vending update
2. Research into technology options to enhance security program in new BID
3. Security contract
 - a. timeline for RFP process

VI. 5:20 p.m. NEW BUSINESS

VII. 5:25 p.m. STAFF REPORT
A. Celebration June 27, 2018 at 6:30 p.m.

X. 6:00 ADJOURN

Next meeting: July 19, 2018

For more information, contact HPOA Staff at 323-463-6767. As a covered entity under Title II of the Americans with Disabilities Act, organizations that contract with the City of Los Angeles do not discriminate on the basis of disability and upon request will provide reasonable accommodation to ensure equal access to its programs, services, and activities. Sign language interpreters, assisted listening devices, or other auxiliary aids and/or services may be provided upon request. To ensure availability of services, please make your request at least 3 business days (72-hours) prior to the meeting by contacting the office of the Hollywood Property Owners Alliance at 323-463-6767.

Form 990

OMB No. 1545-0047

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.**2017****Open to Public Inspection**Department of the Treasury
Internal Revenue Service**A For the 2017 calendar year, or tax year beginning****, 2017, and ending****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C

S ALLIANCE

D Employer identification number**E****G** Gross receipts \$ 3,839,885.**F** Name and address of principal officer:

Same As C Above

H(a) Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included?
If 'No,' attach a list. (see instructions) ☐ Yes ☐ No**I** Tax-exempt status ☐ 501(c)(3) ☒ 501(c) (6) (insert no.) 4947(a)(1) or 527**J** Website: WWW.**H(c)** Group exemption number ▶**K** Form of organization:

Other ▶

L Year of formation: 1996**M** State of legal domicile: CA**Part I Summary**1 Briefly describe the organization's mission or most significant activities: TO MANAGE PROGRAMS, ACTIVITIES AND CONTRACTS TO PROMOTE COMMUNITY REVITALIZATION, STREETSCAPE IMPROVEMENTS AND PUBLIC SAFETY FOR THE PROPERTY OWNERS IN HOLLYWOOD.2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a) 3

4 Number of independent voting members of the governing body (Part VI, line 1b) 4

5 Total number of individuals employed in calendar year 2017 (Part V, line 2a) 5

6 Total number of volunteers (estimate if necessary) 6

7a Total unrelated business revenue from Part VIII, column (C), line 12 7a

b Net unrelated business taxable income from Form 990-T, line 34 7b

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)		
9 Program service revenue (Part VIII, line 2g)		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)		

	Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) ..		
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25) ▶		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		
19 Revenue less expenses. Subtract line 18 from line 12		

	Beginning	End
20 Total assets (Part X, line 16)		
21 Total liabilities (Part X, line 26)		
22 Net assets or fund balances. Subtract line 21 from line 20		

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

Executive Director

Print name of preparer

Preparer's signature

Date

Check ☐ if PTIN self-employed

Firm's EIN ▶

Phone no.

May the IRS

No

Part III State

Check box if the organization has a response or note to any line in this Part III

☒ X**1** Briefly describe the organization's mission:**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

(Code:) (Expenses \$ including grants of \$) (Revenue \$

4 (Code:) (Expenses \$ including grants of \$) (Revenue \$

(Code:) (Expenses \$ including grants of \$) (Revenue \$

4 d Other program services (Describe in Schedule O.) See Schedule O

(Expenses \$ including grants of \$) (Revenue \$)

4 e Total program service expenses ▶

Part IV Charitable

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.	1	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.	3	
Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II.	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I.	6	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If 'Yes,' complete Schedule D, Part II.	7	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.	8	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV.	9	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.	10	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.		
b Did the organization report an amount for investments — other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII.		
c Did the organization report an amount for investments — program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII.		
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX.		
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.		
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.		
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI and XII.		
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.	12b	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.	13	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV.	14b	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If 'Yes,' complete Schedule F, Parts II and IV.	15	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If 'Yes,' complete Schedule F, Parts III and IV.	16	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).	17	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.	18	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.	19	

Part IV Check

20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.	20a		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II.	21		
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III.	22		
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J.	23		
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a.	24a		
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I.	25a		
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I.	25b		
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If 'Yes,' complete Schedule L, Part II.	26		
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III.	27		
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV.	28a		
b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV.	28b		
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV.	28c		
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M.	29		
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M.	30		
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I.	31		
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II.	32		
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I.	33		
34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1.	34		
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2.	35b		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2.	36		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI.	37		
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38		

BAA

Form 990

Part V **State**

Check if Schedule O contains a response or note to any line in this Part V.

Yes No

a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1 a	15		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1 b	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c			
2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2 a	5		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2 b			
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a			
b If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation in Schedule O.	3 b			
4 a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4 a			
b If 'Yes,' enter the name of the foreign country: ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).				
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a			
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b			
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5 c			
6 a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6 a			
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6 b			
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7 a			
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 b			
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 c			
d If 'Yes,' indicate the number of Forms 8282 filed during the year.	7 d			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 e			
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 f			
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7 g			
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7 h			
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8			
9 Sponsoring organizations maintaining donor advised funds.				
a Did the sponsoring organization make any taxable distributions under section 4966?	9 a			
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9 b			
10 Section 501(c)(7) organizations. Enter:				
a Initiation fees and capital contributions included on Part VIII, line 12.	10 a			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b			
11 Section 501(c)(12) organizations. Enter:				
a Gross income from members or shareholders.	11 a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b			
12 a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12 a			
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.	12 b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a Is the organization licensed to issue qualified health plans in more than one state?	13 a			
Note. See the instructions for additional information the organization must report on Schedule O.				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13 b			
c Enter the amount of reserves on hand	13 c			
14 a Did the organization receive any payments for indoor tanning services during the tax year?	14 a			
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.	14 b			

Part VI Governance

a. No response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI. ☒ X

Section A. Governing Body and Management

	Yes	No
1 a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	17	
1 b Enter the number of voting members included in line 1a, above, who are independent.	17	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		
6 Did the organization have members or stockholders?		
7 a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		
7 b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8 a The governing body?		
8 b Each committee with authority to act on behalf of the governing body?		
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.		

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue

10 a Did the organization have local chapters, branches, or affiliates?	10 a
10 b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10 b
11 a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11 a
12 a Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O	12 a
12 b Did the organization have a written conflict of interest policy? If 'No,' go to line 13.	12 b
12 c Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12 c
13 Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done. See Schedule O.	13
14 Did the organization have a written whistleblower policy?	14
15 Did the organization have a written document retention and destruction policy?	
15 a The process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15 a
15 b The organization's CEO, Executive Director, or top management official. See Schedule O.	15 b
16 a Other officers or key employees of the organization. If 'Yes' to line 15a or 15b, describe the process in Schedule O (see instructions).	16 a
16 b Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16 b
16 c If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16 c

Section C. Disclosure

17

18

19

20

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1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

(A)
Name and Title

(5) Average hours per week (list any hours for related organizations below dotted)

(C)
Position (do not check more than one box, unless person is both an officer and a director/trustee)

or director

insubynon. Insu-

Officer

Key employee

employee

Highest compens

Former	
--------	--

(15)

(16)

(17)

(18)

(19)

(20)

(21)

(22)

(23)

(24)

(25)

1 b Sub-total

c Total from continuation sheets to Part VII, Section A

d Total (add lines 1b and 1c)

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 2

Yes No

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes,' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)
Name and business address(B)
Description of services(C)
Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 2

Part VIII State
Check

		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a			
		1 b			
		1 c			
	d	1 d			
	e Government grants (contributions)	1 e			
	f All other contributions, gifts, grants, and similar amounts not included above ...	1 f			
	g Noncash contributions included in lines 1a-1f:				
	h Total. Add lines 1a-1f				
Program Service Revenue					
	e				
	f All other program service revenue ...				
	g Total. Add lines 2a-2f				
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)				
	4 Income from investment of tax-exempt bond proceeds ..				
	5 Royalties				
		(i) Real (ii) Personal			
	d Net rental income or (loss)				
	7 a	(i) Securities (ii) Other			
	Net gain or (loss)				
	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18.	a			
	b Less: direct expenses	b			
		events			
		a			
	b				
c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code			
11 a					
b					
c					
d					
e					
12					

25
26

campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).....

Part X

Assets	1			
			5	
	7		6	
			7	
			8	
		Prepaid expenses and deferred charges.....		
		Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.....		
		Less: accumulated depreciation.....		
	11			
	16	Total assets. Add lines 1 through 15 (must equal line 34).....		
Liabilities	17	Accounts payable and accrued expenses.....		
	18	Grants payable.....		
	19	Deferred revenue.....		
	20	Tax-exempt bond liabilities.....		
	21	Escrow or custodial account liability. Complete Part IV.....		
	22	Loans and other payables to current and former officers, key employees, highest compensated employees, and Complete Part II of Schedule L.....		
	23	Secured mortgages and notes payable to unrelated third parties.....		
	24	Unsecured notes and loans payable to unrelated third parties.....		
	25	Other liabilities (including federal income tax, payables, and other liabilities not included on lines 17-24). Complete Part VII of Schedule L.....		
	26	Total liabilities. Add lines 17 through 25.....		
Net Assets or Fund Balances		Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
		34	Total liabilities and net assets/fund balances.	

BAA

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI. ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	
2		2	
3		3	
4	line 33, column (A))	4	
5		5	
6		6	
7		7	
		8	
		9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII. ☐

1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?

If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

- ▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

OMB No. 1545-0047

2017

Form 990-PF

- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization
- ☐ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---------------	-----------------------------------	-------------------------------	-----------------------------

1

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---------------	-----------------------------------	-------------------------------	-----------------------------

 Person ☐
☐
☐

(Complete Part II for noncash contributions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---------------	-----------------------------------	-------------------------------	-----------------------------

 Person ☐
☐
☐

(Complete Part II for noncash contributions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---------------	-----------------------------------	-------------------------------	-----------------------------

 Person ☐
☐
☐

(Complete Part II for noncash contributions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---------------	-----------------------------------	-------------------------------	-----------------------------

☐
☐
☐

(Complete Part II for noncash contributions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---------------	-----------------------------------	-------------------------------	-----------------------------

☐
☐
☐

(Complete Part II for noncash contributions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

contributions of \$1,000 or less for the year. (Enter this information once. See instructions.)..... \$ N/A
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		
	<div style="text-align: center;">(e) Transfer of gift</div> <div> <div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> </div>		

BAA

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered 'Yes' on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization

Employer identification number

Part I

(a) Donor advised funds

(b) Funds and other accounts

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- | | |
|--|---|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of a historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> Preservation of open space | |
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|---|---------------------------------|
| a Total number of conservation easements. | 2 a |
| b Total acreage restricted by conservation easements. | 2 b |
| c Number of conservation easements on a certified historic structure included in (a). | 2 c |
| d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register. | 2 d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 8.

- 1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____
- (ii) Assets included in Form 990, Part X. ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____
- b Assets included in Form 990, Part X. ▶ \$ _____

Part III Organizations

ued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition

b ☐ Scholarly research

c ☐ Preservation for future generations

d ☐ Loan or exchange programs

e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance.....	1 c
d Additions during the year.....	1 d
e Distributions during the year.....	1 e
f Ending balance.....	1 f

2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII. ☐

Part V Endowment Funds. Complete if the organization answered 'Yes' on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance.....					
b Contributions.....					
c Net investment earnings, gains, and losses.....					
d Grants or scholarships.....					
Other expenditures for facilities and programs.....					
f Administrative expenses.....					
g End of year balance.....					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a _____ %

(ii) related organizations.....

b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

	Yes	No
..... 3a(i)		
..... 3a(ii)		
..... 3b		

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land.....				
e Other.....				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column

BAA

Part VII Investments

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives.....		
(2) Closely-held equity interests.....		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.) ... ▶		

Part VIII Investments – Program Related.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13. N/A

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) -----		
(2) -----		
(3) -----		
(4) -----		
(5) -----		
(6) -----		
(7) -----		
(8) -----		
(9) -----		
(10) -----		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.) ... ▶		

Part IX Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1) -----	
(2) -----	
(3) -----	
(4) -----	
(5) -----	
(6) -----	
(7) -----	
(8) -----	
(9) -----	
(10) -----	
Total. (Column (b) must equal Form 990, Part X, column (B) line 15.) ... ▶	

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LEASE OBLIGATION	71,322.
(3) -----	
(4) -----	
(5) -----	
(6) -----	
(7) -----	
(8) -----	
(9) -----	
(10) -----	
(11) -----	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.) ... ▶	71,322.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☐

Part XI Reconciliation

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements.....	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments.....	2 a	
b	Donated services and use of facilities.....	2 b	
c	Recoveries of prior year grants.....	2 c	
d	Other (Describe in Part XIII.).....	2 d	
e	Add lines 2 a through 2 d	2 e	
3	Subtract line 2 e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b.....	4 a	
b	Other (Describe in Part XIII.).....	4 b	
c	Add lines 4 a and 4 b	4 c	
5	Total revenue. Add lines 3 and 4 c . (This must equal Form 990, Part I, line 12.).....	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements.....	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities.....	2 a	
b	Prior year adjustments.....	2 b	
c	Other losses.....	2 c	
d	Other (Describe in Part XIII.).....	2 d	
e	Add lines 2 a through 2 d	2 e	
3	Subtract line 2 e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b.....	4 a	
b	Other (Describe in Part XIII.).....	4 b	
c	Add lines 4 a and 4 b	4 c	
5	Total expenses. Add lines 3 and 4 c . (This must equal Form 990, Part I, line 18.).....	5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ **Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.**

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/form990 for instructions and the latest information**

OMB No. 1545-0047

2017

Open to Public Inspection

Part I Question

1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain.....

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?.....

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? ...
- c** Participate in, or receive payment from, an equity-based compensation arrangement?...

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?.....
- b** Any related organization?.....

If 'Yes' on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?.....
- b** Any related organization?.....

If 'Yes' on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If 'Yes,' describe in Part III.....

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)?

If 'Yes,' describe in Part III.....

9 If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?.....

Yes No

1 b

2

Part III

4 a

X

4 b

X

4 c

X

5 a

5 b

6 a

6 b

7

8

9

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2017

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation		
	(i)	(ii)	(iii)		
2	(i)	(ii)	(iii)		
3	(i)	(ii)	(iii)		
4	(i)	(ii)	(iii)		
5	(i)	(ii)	(iii)		
6	(i)	(ii)	(iii)		
7	(i)	(ii)	(iii)		
8	(i)	(ii)	(iii)		
9	(i)	(ii)	(iii)		
10	(i)	(ii)	(iii)		
11	(i)	(ii)	(iii)		
12	(i)	(ii)	(iii)		
13	(i)	(ii)	(iii)		
14	(i)	(ii)	(iii)		
15	(i)	(ii)	(iii)		
16	(i)	(ii)	(iii)		

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.



2017**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

Name of the organization

Employer identification number

Form 990, Part III, Line 4d - Other Program Services Description**Form 990, Part VI, Line 11b - Form 990 Review Process****Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts****Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO & Top Management**

2017

Federal Supplemental Information

Page 1

FORM 990, PART IX, LINE 24E
OTHER EXPENSES



TAXABLE YEAR

2017

California Exempt Organization
Annual Information Return

FORM

199

Calendar Year 2017 or fiscal year beginning (mm/dd/yyyy)

, and ending (mm/dd/yyyy)

Corporation/Organization name

California corporation number

Street address (suite or room)

State

City/town/village/county

A First Return

☐ Yes

B Amended Return

☐ Yes

C IRC Section 4947(a)(1) trust

☐ Yes

D Final Information Return?

☐ Dissolved ☐ Surrendered (Withdrawn)☐ Merged/Re

Enter date (mm/dd/yyyy)

E

F Form 990-PF

3 ☐ Sch4 ☐ Other 990 series

G Is this a group filing? See instructions

☐ Yes

H Is this organization in a group exemption?

If 'Yes,' what is the parent's name?

☐ Yes

I Did the organization have any changes to its guidelines not reported to the FTB? See instructions

☐ Yes

J If exempt under R&TC Section 23701d, has the organization engaged in political activities?

See instructions

☐ Yes☐ No

K Is the organization exempt under R&TC Section 23701g?

☐ Yes

If 'Yes,' enter the gross receipts from nonmember sources

\$

L If organization is exempt under R&TC Section 23701d and meets the filing fee exception, check box.

No filing fee is required

☐ Yes

Is the organization a Limited Liability Company?

☐ Yes

Did the organization file Form 100 or Form 109 to report taxable income?

☐ Yes

O Is the organization under audit by the IRS or has the IRS audited in a prior year?

☐ Yes

P Is federal Form 1023/1024 pending?

☐ Yes

Date filed with IRS

CACAI112L 01/02/18

Part I Complete Part I unless not required to file this form.

General Information B and C.

	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8.	1	
	2		2	
	3		3	
	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Information B.		4	
	5	Cost of goods sold.	5	
	6	Cost or other basis, and sales expenses of assets sold.	6	
	Total costs. Add line 5 and line 6.		7	
	8	Total gross income. Subtract line 7 from line 4.	8	
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18.	9	
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8.	10	
Filing Fee	11		11	
	12		12	
	13		13	
	14		14	
	15		15	
	16		16	
	17	Balance due. Add line 12, line 15, and line 16. Then subtract line 11 from the result.	17	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
Paid Preparer's Use Only	Signature of officer	EXECUTIVE DIRECTOR	Date	
	Preparer's signature		Date	
	Firm's name (or yours, if self-employed) and address		Check if self-employed	<input type="checkbox"/>
	May the FTB		Instructions	

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts – complete Part II or furnish substitute information.

95-4606651

[illegible]

1	Net income per books	●	
2	Federal income tax	●	
		●	
		●	
		●	
	in this return. Attach schedule	●	
6	Total. Add line 1 through line 5		

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

California Copy
Schedule of Contributors

Attach to Form 990, Form 990-EZ, or Form 990-PF.
► Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

Employer identification number

Form 990-PF

- ☐ 4947(a)(1) nonexempt charitable trust ~~not~~ treated as a private foundation
- ☐ 527 political organization
- ☐ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$-----	Person <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$-----	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$-----	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$-----	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$-----	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$-----	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number



from Part I	Description of noncash property given	FMV (or estimate) (See instructions.)	Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2017

California Statements

Page 1

Statement 1
Form 199, Part II, Line 7
Other Income

Statement 2
Form 199, Part II, Line 11
Compensation of Officers, Directors, Trustees and Key Employees

Current Officers:

Name and Address	Title and Average Hours Per Week Devoted	Total Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
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Current Officers:

Name and Address	Title and Average Hours Per Week Devoted	Total Compensation	Contri- bution to EBP & DC	Expense Account/ Other
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2017

California Statements

Page 3

Statement 3
Form 199, Part II, Line 17
Other Expenses

[Redacted]

Statement 4
Form 199, Schedule L, Line 12
Other Assets

FUNDS RECEIVABLE.....
Prepaid Expenses and Deferred Charges....
Total

[Redacted]

Statement 5
Form 199, Schedule L, Line 18
Other Liabilities

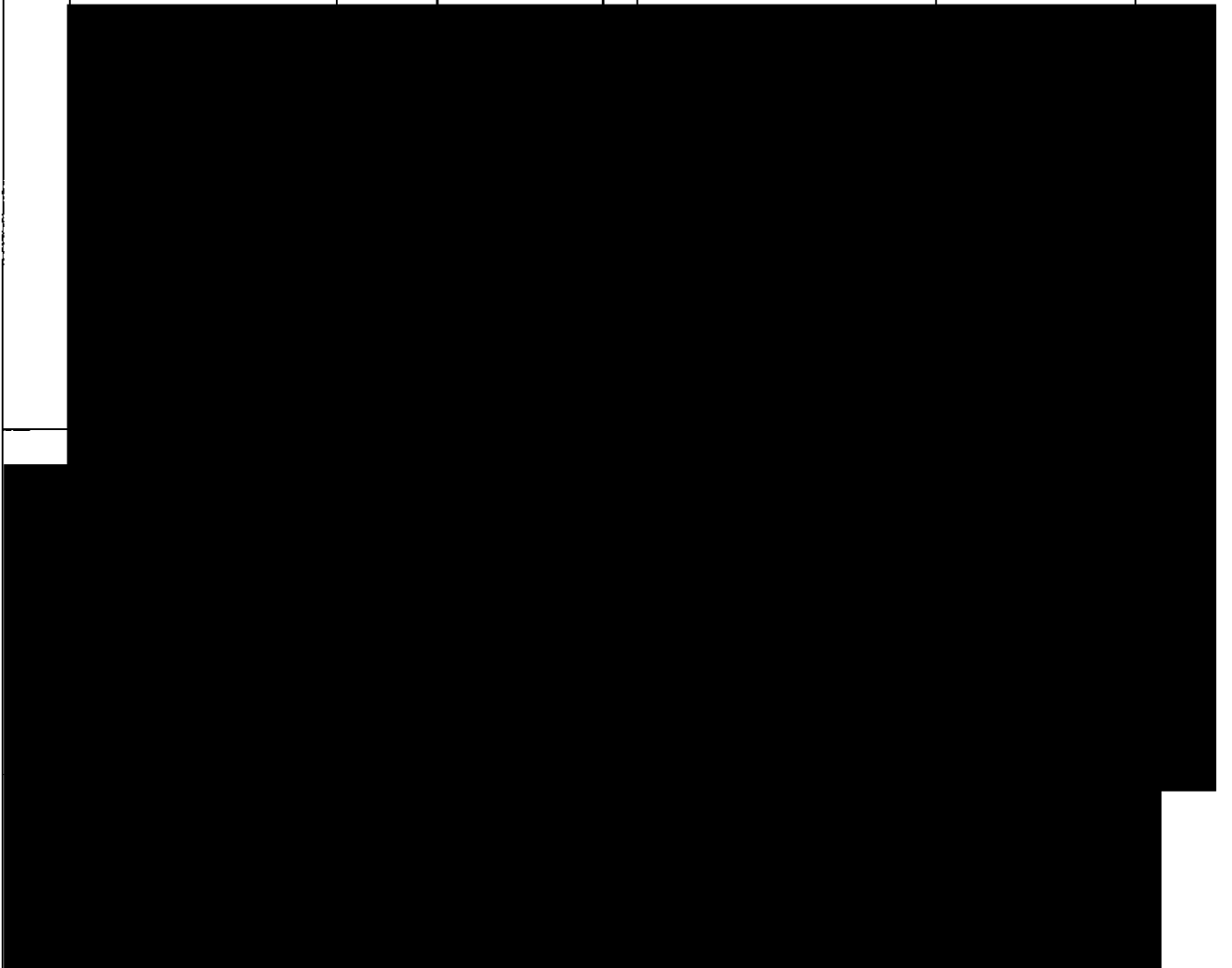
LEASE OBLIGATION.....

[Redacted]

APPENDIX C – SCHEDULE OF COSTS

[illegible]

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Monthly Cost						

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Request for Proposal
June 25th, 2018

Section I: Summary

The Hollywood Property Owners Alliance (HPOA) is seeking a contract with a(n) experienced services vendor(s) to provide maintenance and beautification services within the common/public areas of the Hollywood Entertainment District BID. The current maintenance vendor, Streetplus, has provided services under contract to the HPOA since 2016, after one competitive bidding process. The current contract with Streetplus will expire on December 31, 2018.

There are three options to bid on this RFP in regards to the scope of services (Section VI):

Option One:

- A vendor may bid on this RFP and the scope of services (Section VI) in its entirety.

Option Two:

- A vendor may bid on more than one (1), but not the entirety, of services listed in the scope of services (Section VI). i.e. Street sweeping and power washing; landscaping, weed, and graffiti abatement;

Option Three:

- A vendor may bid on a singular service listed in the scope of services (Section VI)

Section II: Pre-Bid Meeting and Deadline for Proposals

Please submit six (6) copies of your proposal by **5 p.m. Monday, July 30th, 2018** to:

Hollywood Property Owners Alliance
Attn: Rich [REDACTED] Director of Operations
[REDACTED]

Faxed or emailed proposals are not acceptable. Any proposals submitted after the deadline will not be considered. Note: if you bind your proposals, please provide at least one camera-ready, unbound version in case the HPOA office needs to make additional copies.

A mandatory pre-bid meeting has been scheduled for Monday, July 9th, 2018 at 10 a.m. at the HPOA office. It is **emphasized** that attending this meeting is mandatory in order to participate in the RFP process. Contractors are to contact [REDACTED] to confirm attendance and provide names of the attendees.

Please note: If you are selected as a finalist, the committee will conduct interviews on **Wednesday, August 8th and Thursday, August 9th, 2018.**

Any questions regarding this RFP should be emailed to Rich Sarian at [REDACTED]. Answers will be forwarded to all Contractors that receive this RFP. **Under no circumstance shall any contractor consult, question, or harass any of the current employees working for the BID, including the HPOA or**

Streeterplus. Any potential vendor that engages in the aforementioned activities will be disqualified from the selection process.

Section III: Description

~~The Hollywood Property Owners Alliance manages two Business Improvement Districts in the City of Los Angeles. The Hollywood Entertainment District was originally formed in late 1996, and, after its most recent renewal, encompasses 20 linear blocks along historic Hollywood Boulevard (from La Brea to the 101 Freeway). See Appendix A.~~

~~In 2008, the District was renewed by the property owners for a ten-year period (ending 2018). The district is now comprised of approximately 400 owners who are assessed approximately \$3.49 million annually to pay for security, maintenance services and marketing activities to promote the revitalization of the District.~~

~~Additionally, the Hollywood Property Owners Alliance is under contract with the Central Hollywood Coalition to manage the programs of the Sunset and Vine BID, which spans 15 linear blocks along the world-renowned Sunset Boulevard, from Cassil Street on the west to the 101 Freeway on the east, and Vine Street from Selma on the north to Santa Monica Boulevard on the south. Initiated in 2006, the Sunset & Vine BID is comprised of nearly 150 property owners, who are assessed \$1.49 million annually. See Appendix A.~~

~~Starting January 1, 2019...~~

The Hollywood Property Owners Alliance (HPOA), in anticipation of the renewal of the Hollywood Entertainment District (HED), is preparing for the launch of a new service array into expanded boundaries for January, 2019. Heretofore, the HPOA has managed two BID districts; the HED (2009 – 2018) and the Sunset & Vine (2011 – 2018). The management of the Sunset & Vine BID (SVBID) was by way of a management contract between the HPOA and the Central Hollywood Coalition (CHC) which held the city contract for SVBID.

By way of background the HED was originally formed in late 1996, and, until this most recent renewal/expansion, it encompassed 20 linear blocks along historic Hollywood Boulevard (from La Brea to the 101 Freeway). The SVBID was originally formed in 2006, and extended 15 blocks along Sunset Blvd from Cassil Street on the West to the 101 Freeway. Additionally, it picked up Vine Street south to Santa Monica Blvd. As both BIDS headed toward expiration (12/31/18) a joint ad-hoc committee consisting of leaders from both BIDs ultimately opted to recommend a merger of the two BIDs for the next 10 years. The map of the new boundaries, for the expanded Hollywood Entertainment District, is included as Attachment XX.

The new, expanded BID will consist of >600 property owners and will have budget of \$7,425,656. Of this, a category dedicated to “Clean, Safe, Beautification” will comprise 74 percent of the total budget, a portion of which will be dedicated to the services described in this RFP.

Section IV: Current Situation

The Hollywood Property Owners Alliance, the organization responsible for the administration of the Hollywood Entertainment District and Sunset and Vine BID, seeks proposals from qualified vendors to provide an array of maintenance services to enhance the cleanliness, attractiveness and aesthetic character of both districts. To that end, the HPOA is issuing this Request for Proposal with the intent that upon review of all submissions, a Contractor will be selected to enter into negotiations, resulting in one five-year contract(s) with the HPOA (for the HED) for the provision of services through December, 2023.

Section V: Objectives of the Maintenance Program

Through the retention of a cleaning service, the HPOA seeks to accomplish the following:

1. *Visible Distinction*

To provide a heightened level of cleanliness with the BID, that is visually distinguishable from areas outside the district.

2. *Visible Program*

To provide visible evidence that the BID-funded maintenance program is working on a daily basis by making personnel visible and utilizing BID logos on equipment (where appropriate), uniforms, and machinery.

3. *Public Interaction*

~~To provide assistance and information to visitors and be willing and capable of interacting with the public, (e.g. pointing out tourist attractions, providing directions, and answering questions regarding district resources and amenities). Relevant information will be provided by HPOA staff to the Contractor's employees during a pre-assignment training session.~~

Section VI: Boundaries and Zones

The Hollywood Entertainment District BID has been divided into various zones, which correlate with differential assessment rates. Service levels will therefore vary in accordance with the assessment levied on the property owners. Based upon the results of this RFP process, the District reserves the right to adjust these service levels to fit within its budget.

The zones for each BID are identified as follows:

Hollywood Entertainment District:	
Zone	Streets
1	Hollywood Boulevard from La Brea to Gower Street Sunset Boulevard from Cahuenga Boulevard to Gower Street

	<p>Highland Avenue from Selma Avenue to Franklin Place</p> <p>Cahuenga Boulevard from Sunset Boulevard to Yucca Street</p> <p>Vine Street from De Longpre Avenue to Yucca Street</p> <p>Argyle Avenue from Sunset Boulevard to Yucca Street</p>
2	<p>Yucca Street from West of Wilcox Avenue to Argyle Avenue</p> <p>Hollywood Boulevard from Gower Street to 101 Freeway</p> <p>Selma Avenue from Highland Avenue to Gower Street</p> <p>Sunset Boulevard from Cassil Place to Cahuenga Boulevard</p> <p>Sunset Boulevard from Gower Street to 101 Freeway</p> <p>Vine Street from De Longpre Avenue to Santa Monica Boulevard</p> <p>Wilcox Avenue from De Longpre Avenue to Yucca Street</p> <p>Cahuenga Avenue from Homewood Avenue to Sunset Boulevard</p>
3	<p>Fountain Avenue from Ivar Avenue to Vine Street</p> <p>Homewood Avenue from Ivar Avenue to Vine Street</p> <p>De Longpre Avenue from Hudson Avenue to east of Vine Street</p> <p>De Longpre Avenue from El Centro Avenue to Gower Street</p> <p>Leland Way from Vine Street to El Centro Avenue</p> <p>Hawthorn Avenue from West of Orange Drive to McCadden Place</p> <p>Gower Street from Fountain Avenue to Hollywood Boulevard</p> <p>El Centro Avenue from De Longpre Avenue to Hollywood Boulevard</p> <p>Bronson Avenue north and south of Hollywood Boulevard</p> <p>Ivar Avenue from Fountain Avenue to Yucca Street</p> <p>Morningside Court from Sunset Boulevard to Selma Avenue</p> <p>Cole Avenue from De Longpre Avenue to Sunset Boulevard</p> <p>Schrader Boulevard from Sunset Boulevard to Hollywood Boulevard</p> <p>Hudson Avenue from Hollywood Boulevard to Yucca Street</p> <p>Whitley Avenue from Hollywood Boulevard to Yucca Street</p> <p>Cherokee Avenue from Selma Avenue to Yucca Street</p> <p>Las Palmas Avenue from Selma Avenue to Yucca Street</p> <p>McCadden Place from Selma Avenue to Yucca Street</p> <p>Orange Drive from Hawthorn Avenue to North of Hollywood Boulevard</p> <p>Sycamore Avenue north and south of Hollywood Boulevard</p> <p>El Cerrito Place north of Hollywood Boulevard</p> <p>La Brea Avenue north and south of Hollywood Boulevard</p> <p>Seward Street south of Sunset Boulevard</p> <p>Cassil Place north of Sunset Boulevard</p>
4	<p>Yucca Street from Highland Avenue to Hudson Avenue</p> <p>Vista Del Mar Avenue from Selma Avenue to El Centro Avenue</p> <p>Harold Way from Gower Street to La Baig Avenue</p> <p>La Baig Avenue from Harold Way to Sunset Boulevard</p> <p>Gordon Street north and south of Sunset Boulevard</p> <p>Tamarind Street south of Sunset Boulevard</p> <p>Bronson Avenue north and south of Sunset Boulevard</p> <p>Van Ness Avenue from Fountain Avenue to 101 Freeway</p> <p>Wilton Place from Fountain Avenue to 101 Freeway</p> <p>Alton Place east of Vine Street</p> <p>Fountain Avenue east of Vine Street</p> <p>La Mirada Avenue east and west of Vine Street</p>

	Lexington Avenue east and west of Vine Street Banner Avenue east of Vine Street Santa Monica Boulevard east of Vine Street Hudson Avenue from De Longpre Avenue to Sunset Boulevard South side of Franklin Place from one parcel east and west of Highland Avenue
A	Parcels adjacent to the network of alleys within the district.

The map is **Appendix A** and includes the service zones within the BID.

Section VII: Services to be Provided

The minimum services to be provided by the Contractor are described below and are divided into two categories – Core Services and Supplemental Services. Core Services will be conducted on a regular basis as indicated, whereas supplemental services will be purchased on an as-needed-basis, as additional funds become available to each district.

Core Services:

	Service	Description	Frequency
A.	Street and Gutter Sweeping	Utilizing vehicular state of the art street sweeping equipment to sweep streets BID. This service should be performed after the debris has been blown from the sidewalk into the street and preferably on residential streets after 7 a.m.	<p>All zones: 7 days per week Minimum amount per zone -</p> <p>Zone 1: 10 times per month Zone 2: 5 Times per month Zone 3: 4 times per month Zone 4: 1 times per month</p> <p><u>See Appendix A</u></p>
B.	Sidewalk Cleaning (pressure washing, steam cleaning, etc.)	Cleaning should be done primarily after midnight and before 7 a.m. (apart from residential streets). All debris on the sidewalk should be picked up prior to washing. Tree wells comprised of dirt, decomposed granite, or other material should NOT be pressure-washed and care should be taken by the operator not to erode those surfaces by either direct or indirect application of water under pressure or by way of drainage. Any dirt or DG that is misplaced, should there be erosion, shall be replaced by the contractor. This will also include the 11,358 linear feet of alleys in the HED.	<p>Minimum amount per zone -</p> <p>Zone 1: 10 times per month Zone 2: 5 times per month Zone 3: 4 times per month Zone 4: 1 times per month</p> <p><u>See Appendix A</u></p>
C.	Trash Removal	There are both wrought-iron and wire baskets located throughout the district. Trash should be emptied according to intensity of use, which is generally reflected by the various zones. During the day, the crewmembers will collect/replace trash bags from receptacles, pick up loose cardboard and attend to other occasional requests. Crewmembers will maintain simple	Approximately 402 trash receptacles are located throughout the BID. Emptying will vary based on intensity of use. At minimum 100 receptacles are emptied two times per day, 7 days per week.

		collection reports and issue “trash violation notices” to merchants using public receptacles for private trash. Note: The Contractor must assume the cost of trash bags.	
D.	Waste Disposal/Dumpster	The HPOA will provide adequate space for dumpster storage, however the Contractor is responsible for entering into a contract with/or as a trash hauling service to pick up trash on a routine basis. Contractor will need to maintain adequate locked dumpsters to accommodate trash removed and keep the area surrounding the dumpsters clean and orderly.	Approximately 5 tons of trash a day to be hauled.
E.	Graffiti and weed abatement	Paint, clean with solution, sandblast or pressure wash graffiti and stickers from buildings, trees, poles, utility bases or other surfaces daily. Roll down doors and other heavy work is performed in the early mornings (e.g. 6 to 8 a.m.). The supervisor must have available a phone number for property owners to contact that is answered daily. Additionally, the immediate identification and removal of weeds and unruly plants on property lines as well as the median of properties in the district. This will also include the 11,358 linear feet of alleys in the HED. <u>See Appendix B</u>	“Zero tolerance” policy -- defined as ensuring that graffiti and weeds are removed within 24 hours from the time it is reported or noticed and removed.
F.	Sidewalk and Gutter Sweeping (Porter Services) Day Porter Service	Using hand and power sweeping equipment, clean and remove all trash and debris from sidewalks, gutters, driveways, tree wells, and around trash receptacles. Perform duties in uniform along a specified route or “coverage area.” Personnel shall be courteous and helpful to neighborhood merchants, tourists and pedestrians. This will also include the 11,358 linear feet of alleys in the HED. <u>See Appendix B</u>	Staffing and routes will be based on zones in the district and attention needed of each. However, the current level of service is 4 day porters, working 8 hour shifts.
G.	Star Polishing	Approximately 2,637 brass medallions are polished on all stars (in rotation) along the Walk of Fame.	Polish stars along Hollywood Blvd. and Vine St. one time per month.

H.	Alley Maintenance	Periodic sweeping, pressure washing, graffiti abatement, and debris removal (outside of existing dumpsters) in pedestrian-accessible alleys. See Appendix B.	There are approximately 11,358 linear feet of alleys in the HED. At minimum pressure washing and graffiti removal should be provided twice per month.
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*** The following services are supplemental and necessary, but not on a daily basis. These services will be negotiated with the contractor(s) above core price in the agreement.

Supplemental Services:

	Service	Description	Frequency
A.	Additional Sidewalk Cleaning	Provide cleaning services to supplement existing schedule. These services may be used to target bus stops, older sidewalks with gum stains, and heavily trafficked areas as well as the corner where the building meets the sidewalk.	As needed on an hourly basis.
B.	Storm Drain Cleaning	For environmental reasons, the HPOA may opt to periodically clear storm drains to remove debris, foliage, and other items that will end up in the Bay, utilizing a Vactor truck or similar equipment.	One time per year – most often the day following Halloween, (Nov. 1).
C.	Street sweeping after special events	Sweep streets after special events.	As needed on an hourly basis.
D.	Special Maintenance Projects	Services may include: repairs to La Brea irrigation system, repairs/replacement of locks on trash receptacles, loosening or removal of metal tree well grates, etc.	As needed on an hourly basis.
E.	Curb Painting	Paint red curbs and white passenger loading curbs.	As needed on an hourly basis.
F.	Annual detail of Walk of Fame	An annual deep clean or polish with gum scraping, star and brass polishing, sealant applicant etc. The Terrazzo needs an annual level of detail to keep it at the caliber it deserves.	Zone 1 – Annually – to be negotiated. <u>See Appendix A</u>
G.	Landscape/Gardening Services	Maintain trees and plants (e.g., replant smaller vegetation, when necessary, irrigate, prune, and apply fertilizer) in locations specified. Additionally, the replanting of foliage in planters throughout the district, along with upkeep of each.	Routine maintenance of: the La Brea gateway median; the triangular median at northwest corner of Highland and Franklin, as well as the various planters in the district

H.	Furniture washing	Pressure washing crew should wash bus benches, decorative street furniture and trash receptacles.	All zones, one time per week with special emphasis placed on keeping trash receptacles clean.
I.	Furniture and street utilities touch up painting	Touch up painting of trash cans, wrought-iron benches, fire hydrants, and light bases.	All zones, as needed.

Exclusions:

The following services are not provided by the property owners, but can be performed through separate service agreements between the Contractor and individual property owners.

- (1) Graffiti abatement that requires lease of equipment – e.g. hydraulic lift to access high buildings.
- (2) Graffiti removal within the interior of buildings, or the removal of glass etching on windows.
- (3) Application of graffiti protective film on windows and/or graffiti resistant coating on building walls.
- (4) Removal of trash that is dumped by individual businesses, except under special circumstances (e.g. nuisance abatement, or an absentee tenant).

Section VIII: Specifications for Proposal

Contractor shall submit six (6) copies of their proposal in accordance with the following format and content requirements:

1. **Introduction:** An executive summary which describes the scope of work to be performed.
2. **Schedule of costs:** Please complete the worksheet labeled **Appendix C – Schedule of Costs** – in this RFP. The budget parameters are as follows:
 - Hollywood Entertainment District (HED) : \$1.65 - \$1.75 Million

Your worksheet and proposal should outline your recommendations on how to meet the aforementioned budget parameters and fulfill scope of work outlined in this RFP. By necessity, the budget for Core Services (identified in the Schedule of Costs Worksheet) must be less than the total budget to allow for the purchase of Supplemental Services.

In the second section of **Appendix C – Base Hourly Wages** – please include the hourly wage for each of the assigned positions you plan to fill to meet the provisions of this contract.

3. Staff structure, equipment and materials: The proposal shall describe the allocation of staff, service methods, resources, which will be utilized to complete each task in the scope. This section should include the following.
 - A. A complete list of all employee or independent contractor positions and a grand total of all employees that will be utilized to fulfill the scope of the two contracts for the Hollywood Entertainment District BID, including any overhead personnel for the District, e.g. supervisor, administrator, or dispatcher. Preferably, staff names and resumes of supervisors will be included.
 - B. A detailed list of all major equipment necessary to fulfill the scope of work outlined in Section VII, (e.g. trucks, sweepers, pressure washers, etc.) The Contractor is responsible for providing personnel with all necessary equipment to perform their functions. **Note: If the HPOA is to provide an area(s) to store equipment and park vehicles, however the cost of equipment, any rentals or maintenance, must be billed into the contract by the Contractor within the cost of their proposal.**
4. Company Information: Please detail the following.
 - A. Company Background
 1. Name, address, phone, fax numbers, email and website.
 2. Describe your organization/company's history and philosophy.
 3. List of owners/principals (if private sector) or Board of Directors (if non-profit).
 4. Please list any other names under which your company has operated, or been affiliated.
 - B. Ownership or non-profit structure
 - C. Management structure
 1. Include resumes of key management personnel.
 2. Specify the role and responsibilities of those individuals who will be directly managing this account. Indicate the amount of time that will be spent by company principal(s) in management and community/BID relations.
 - D. Prior experience
 1. Describe experience your company or organization has had in providing maintenance in quasi-public locations – e.g. business improvement districts, government contracts.
 - a. Job locations
 - b. Contract amount and length of contract
 - c. Scope of work
 - d. References
5. Human Resources: All the following conditions must be met to execute a Contract with the HPOA.

- A. The contractor understands that the HPOA will have the right to request that any contractor's personnel receive remedial training and or/be removed from the BID upon request.
- B. All employees shall be U.S. citizens or be legal residents of the United States.
- C. All supervisors that have direct contact with the public and HPOA staff shall have good communication and public relations skills in order to effectively interact with tourists and visitors to Hollywood. Contractor will assure that area supervisors understand that public relations and public assistance is a primary part of their duties and are willing to distribute community information, provide directions, attend meetings, and assist the public and representatives of the business community as needed.
- ~~D. Daytime personnel must have a working level of English speaking skills to interact with the public.~~
- ~~E. Contractor's employees shall be paid, at minimum, a Living Wage, as defined by the city of Los Angeles, effective January 2014. The only exception to this condition is if the Contractor is a non-profit or work force development organization that provides employees with job training and apprenticeship opportunities.~~
- E. Contractor's employees shall be paid, at minimum, a Living Wage, the minimum wage as defined by the city of Los Angeles. effective January 2014. (Note: LA City minimum wage as of July 2018 is \$13.25/hour.) The only exception to this condition is if the Contractor is a non-profit or work-force development organization that provides employees with job training and apprenticeship opportunities.
- F. Contractor shall identify, in writing, any paid vacation or sick leave benefits or policies and the allocation for eligible employees in accordance with LA City Laws governing such benefits
- G. Contractor shall assign one responsible management-level person to meet with HPOA executives on a regular basis; and who will be available at all times to address any and all maintenance-related issues.
- H. All shifts must be supervised by an individual who monitors street sweepers and trash collectors, makes client calls, makes route inspections, maintains graffiti logs, completes checkpoint reports, reports suspicious/nuisance activity. HPOA personnel should be able to access Contractor's personnel via cell phone, particularly for emergencies, 24 hours, 7 days per week.
- I. Contractor is responsible for all training required to ensure that employees clearly understand their duties and responsibilities. Such training shall include pre-assignment training; in-service training; and remedial training, as necessary. HPOA staff will provide training about the district and Hollywood landmarks and attractions.

6. Uniforms: The Contractor shall provide day personnel with uniforms. The uniform shall consist of:

- Polo shirt for daytime porters (with BID logo);
- Baseball caps or visors (with BID logo);
- Sweatshirts for cold weather (with BID logo);
- Rain ponchos;
- Backpacks for supplies;

Contractor's personnel must provide their own shoes. Uniforms shall be neat and presentable at all times, in general conformance with the colors of the BID logo (or neutral), and shall be replaced as they are worn out.

7. Insurance: The Contractor will be required to, at minimum, carry the following insurance from an A-rated company, admitted in California and acceptable to the board of directors for the HPOA. Further, the Contractor shall name the HPOA, its officers, directors, and employees as additional insured.

- A. Worker's Compensation: To the extent required by law, Statutory Workers' Compensation and Employers' Liability insurance with a limit of not less than One Million Dollars (\$1,000,000). Provider will cause its Workers' Compensation carrier to waive insurer's right of subrogation with respect to HPOA, its officers, directors, agents and employees.
- B. Commercial Liability: Contractor must carry Commercial Liability insurance written on an occurrence basis with a combined single limit for Bodily Injury, Personal Injury, and Property Damage of no less than One Million Dollars (\$1,000,000) per occurrence and Two Million Dollars (\$2,000,000) aggregate. The policy must be written on the CGO001 11/85 or newer occurrence form or broader, with no additional exclusions. The policy will include coverage for Blanket Contractual Liability, Personal Injury, and Broad Form Property Damage or its equivalent.
- C. Business Automobile Liability: Contractor must carry Business Automobile Liability Coverage for all owned, hired or non-owned vehicles utilized by Contractor with a combined single limit of not less than Two Million Dollars (\$2,000,000) for each occurrence for Bodily Injury and Property Damage.
- D. Excess or Umbrella Liability Coverage: Contractor must carry Two Million Dollars (\$2,000,000), or higher, of excess or umbrella liability coverage over the general liability and business automobile liability coverage.

8. Other:

- A. The Contractor must be licensed to do business in the State of California.
- B. Based upon your knowledge of Hollywood, the BID areas, and the maintenance industry, do you have any innovative ideas on how we may improve our maintenance operations? Please describe ideas and alternatives you might want to bring to our attention, for our consideration either now, or at some point in the future.

Section IX: Evaluation Process

Each proposal shall be evaluated based upon all information gathered in Section Eight. The overall cost of providing services is just one of several elements in the evaluation process, i.e. cost will not be the sole factor used to evaluate proposals and select a contractor.

The Streetscape Committee, and ultimately the Board of Directors for the Hollywood Property Owners Alliance, will hire a contractor(s) who understand(s) the mission of both BIDs, and has designed a program(s) that addresses the unique characteristics and challenges associated with providing maintenance services in the public right-of-way.

A selection committee, comprised of representatives from the Hollywood Entertainment District, hereinafter referred to as the “ad-hoc selection committee,” which will be established to review and evaluate each proposal submitted in response to this Request for Proposal (RFP).

Each member of the ad-hoc committee will receive a copy of your proposal. The committee members will independently evaluate the proposals according to:

- Company experience and expertise in maintenance services, particularly in the public right-of-way;
- Quality and professionalism of staff and management personnel;
- Ability to be responsive to unique needs and issues of both BIDs and to provide support to District staff in reaching out to stakeholders and other members of the community;
- Conscientious approach to risk management through training, safety policies, competent management and supervision, and problem-solving;
- And, the price proposal.

~~The Committee will invite the three chosen candidates to meet in a face-to-face interview. The Committee, as a result of the interviews, and subsequent reference checks, will then recommend a company for consideration by the full board of directors for the HPOA.~~ By submitting its proposal, the Contractor acknowledges that the HPOA reserves the right to entertain all or a portion of what was presented in Contractor’s proposal as part of the service array to be delivered to owners in the BID. The HPOA reserves the right to hire more than one contractor to provide the services outlined in this RFP. If a portion of Contractor’s proposal is identified as appropriate for HPOA’s needs, the Contractor will be afforded the opportunity to adjust their proposal to accommodate for loss of economies of scale or adjustments in overhead expenses. The timeframes for this process are as follows (but are subject to change):

Monday, June 25th – RFPs issued

Monday, July 9th – Mandatory pre-bidder conference

Monday, July 30th – Proposals due to HPOA office; committee review

Monday, August 8th and 9th – Interviews with finalists (10 am – 2 pm)

Wednesday, August 15th – Recommendation to Streetscape and Planning Committee (special meeting)

Thursday, August 16th – Recommendation to Hollywood Property Owners Alliance Board

Thursday, September 20th – Approval of maintenance contract with new vendor

Tuesday, January 1st, 2019 – Services commence

Redaction Log

Reason	Page (# of occurrences)	Description
no reason	1 (6)	
	2 (2)	
	3 (1)	
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Privacy

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Private information